

TERADATA CORP /DE/

FORM 10-K (Annual Report)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2009

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 001-33458

TERADATA CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

75-3236470
(I.R.S. Employer
Identification No.)

2835 Miami Village Dr.
Dayton, Ohio 45342
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (866) 548-8348

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on which Registered
Common Stock, \$0.01 par value	New York Stock Exchange

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant’s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting Company. See definition of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of voting stock held by non-affiliates of the registrant as of June 30, 2009, was approximately \$4.0 billion.

At January 31, 2010, there were approximately 168.5 million shares of common stock outstanding.

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DOCUMENTS INCORPORATED BY REFERENCE

Part III: Portions of the registrant's Notice of Annual Meeting of Stockholders and Proxy Statement, to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after registrant's fiscal year end of December 31, 2009 are incorporated herein by reference.

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This report contains trademarks, service marks, and registered marks of Teradata Corporation and its subsidiaries, and other companies, as indicated.

PART I

FORWARD-LOOKING STATEMENTS

Forward-looking statements in our public filings or other public statements are subject to known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other public statements. These forward-looking statements were based on various facts and were derived utilizing numerous important assumptions and other important factors, and changes in such facts, assumptions or factors could cause actual results to differ materially from those in the forward-looking statements. Forward-looking statements include the information concerning our future financial performance, business strategy, projected plans and objectives. Statements preceded by, followed by or that otherwise include the words “believes,” “expects,” “anticipates,” “intends,” “projects,” “estimates,” “plans,” “may increase,” “may fluctuate,” and similar expression or future or conditional verbs such as “will,” “should,” “would,” “may” and “could” are generally forward-looking in nature and not historical facts. You should understand that the factors described under “Risk Factors” and the following important factors could affect our future results and could cause actual results to differ materially from those expressed in such forward-looking statements:

- the recent global economic downturn and its impact on the markets in general or on the ability of our suppliers and customers to meet their commitments to us, or the timing of purchases by our current and potential customers, and other general economic and business conditions;
- the rapidly changing and intensely competitive nature of the information technology industry and the enterprise data warehousing business, including the increasing consolidation activity and pressure on achieving continued price/performance gains for data warehousing solutions;
- fluctuations in our operating results, timing of transactions, unanticipated delays or accelerations in our sales cycles and the difficulty of accurately estimating revenues; and
- risks inherent in operating in foreign countries, including the impact of foreign currency fluctuations, economic, political, legal, regulatory, compliance, cultural and other conditions abroad.

Other factors not identified above, including the risk factors described in the section entitled “Risk Factors” included elsewhere in this Annual Report on Form 10-K (“Annual Report”), may also cause actual results to differ materially from those projected by our forward-looking statements. Most of these factors are difficult to anticipate and are generally beyond our reasonable control.

You should consider the areas of risk described above, as well as those set forth in the section entitled “Risk Factors” included elsewhere in this Annual Report, in connection with considering any forward-looking statements that may be made by us and our businesses generally. We undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events.

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Item 1. BUSINESS

Overview. Teradata Corporation (“we,” “us,” “Teradata,” or the “Company”) is a global leader in enterprise data warehousing (“EDW”), including enterprise analytic technologies and services. Our data warehousing solutions are comprised of software, hardware, and related business consulting and support services. Recognized as market leading by both industry analysts and customers, our solutions integrate an organization’s departmental and enterprise-wide data—about customers, financials, operations, and more—into a single enterprise-wide data warehouse. Our enterprise analytical technologies then transform that data into actionable “enterprise intelligence.” This intelligence offers our customers a single view of their business, and the ability to leverage their organization’s data as a strategic corporate asset to gain competitive and operational advantage. Companies today realize that they require better information derived from their data to run their business, and are seeing data volumes and data sources continue to multiply. Using Teradata solutions, they can access more timely and accurate information, obtain better insight about all aspects of their business, and make decisions with greater speed and precision to drive profitable growth. Teradata is designed to enable our customers to maximize business value while minimizing their total costs.

We serve customers across a broad set of industries from around the world—ranging from small departmental and corporate implementations to many of the world’s largest data warehouses. Teradata operates from three main locations in the United States: Johns Creek (Atlanta), Georgia; Dayton, Ohio; and Rancho Bernardo (San Diego), California. In addition, we have sales and services offices located in approximately 40 countries. For the full year ended December 31, 2009, we had net income of \$254 million and total revenues of \$1.709 billion, of which approximately 57% was derived in the North America and Latin America region (the “Americas”), 25% in the Europe, Middle East and Africa region (“EMEA”), and 18% in the Asia Pacific and Japan region (“APJ”), demonstrating our diversified business model. For financial information about these geographic areas that are also our reportable segments, see “Note 11—Segment, Other Supplemental Information and Concentrations” in Notes to Consolidated Financial Statements elsewhere in this Annual Report.

History and Development. Teradata was formed in 1979 as a Delaware corporation. Teradata established a relational database management system on a proprietary platform in 1984. In 1990, Teradata partnered with NCR Corporation (“NCR”) to jointly develop next-generation database systems. In 1991, AT&T Corp. (“AT&T”) acquired NCR and, later that year, NCR purchased Teradata.

In 1996, AT&T spun off NCR (including Teradata) to form an independent, publicly-traded company, NCR Corporation. In 1999, NCR consolidated its Teradata data warehousing operations and product offerings into a separate operating division. Since 1999, we have increased our investments and focus to extend the scope of our enterprise data warehousing solutions, including improvements to our leading database software, increasing our enterprise analytic software applications, and providing sophisticated support and consulting services.

The Separation. On August 27, 2007, NCR’s Board of Directors approved the separation of NCR into two independent, publicly-traded companies through the distribution of 100% of its Teradata data warehousing business to shareholders of NCR (the “Separation”).

To effect the Separation, Teradata was formed as a separate Delaware corporation on March 27, 2007, as a wholly-owned subsidiary of NCR. Immediately prior to the Separation, the assets and liabilities of the Teradata data warehousing business of NCR were transferred to Teradata in return for 180.7 million shares of the Company’s common shares. NCR accomplished the Separation through a distribution of one share of Teradata common stock for each share of NCR common stock on September 30, 2007. 100% of the Teradata shares were distributed to NCR shareholders of record as of September 14, 2007.

Industry Overview

Our revenues are primarily generated in the multi-billion dollar data warehousing market. This market includes data warehouse database software; applications software; supporting hardware (servers, storage and interconnects); as well as consulting and installation-related (“consulting”) services and maintenance services. We

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expect that the need for data warehousing will continue to grow as organizations increasingly rely on enterprise analytics to compete on a global basis. This need is further driven by the convergence of the following key market dynamics we have observed:

- high levels of data growth are being driven by globalization, merger and acquisition activities, alignment of information technology (“IT”) and business functions, and increased government regulation;
- mission-critical applications used in business operations are increasingly requiring systems to be available at all times;
- improved data warehousing affordability due to price/performance gains on server and disk hardware as well as software is enabling new types of usage, and the maintenance and analysis of more historical and near real-time data; and
- the adoption by customers of more real time, or “active,” environments for enterprise intelligence is driving more applications, usage and capacity.

Our Data Warehousing Solutions

Data Warehousing. Data warehousing is the process of capturing, integrating, storing, managing, and analyzing data to answer business questions and make more informed, faster decisions. Customers use our data warehousing software and hardware technologies and related services to:

- acquire, aggregate, store and integrate data from multiple sources, including transaction and enterprise resource planning systems;
- manage and analyze these data through the Teradata database software and tools, data mining, master data management and other enterprise analytical applications, such as customer management, demand and supply chain management, enterprise risk management, and financial management; and
- integrate analytics-based decisions into operational processes.

Our solutions allow customers to (1) obtain an integrated view of their business (including customers, products, channels, financials, suppliers, partners, services, etc.), and (2) transform business data into useful, insightful and actionable business intelligence.

In 2008, Teradata launched a new purpose-built Teradata Platform Family adding the Data Mart Appliance, the Data Warehouse Appliance, and the Extreme Data Appliance to the existing Active Enterprise Data Warehouse platform. The Teradata Platform Family was released to extend market reach and opportunity to new customers and to grow Teradata’s share of IT spending within our existing customer base, by providing solutions from data marts, to entry-level data warehouses, to specialized analytical solutions and our active data warehouses. Teradata’s purpose-built Platform Family allows customers to standardize on the Teradata database system, leveraging their existing training knowledge and experience, to meet all their analytical architecture needs at various price points.

Active Enterprise Intelligence. Teradata extends the use of traditional data warehousing by integrating advanced analytics into enterprise business processes through a solution known as Active Enterprise Intelligence, which reduces the time between obtaining information and acting on it. Specifically, this advanced solution integrates detailed historical information with near real-time data, and then deploys timely, accurate strategic intelligence to knowledge workers in the corporate office as well as operational intelligence to front line users, customers and partners.

Our Products. We are a single-source provider of enterprise data warehousing solutions with a fully integrated business that includes dedicated professionals and technologies. Our products are optimized and integrated specifically for data warehousing, including our database and application software, hardware platform, and related consulting and support services. Our key software and hardware products include:

- **Teradata Database Software** —Our Teradata database software combined with our massively parallel processing (“MPP”) hardware architecture provides the foundation for our unique ability to support and manage a wide range of mixed workloads and data warehousing functions. Our Teradata database software delivers near real-time intelligence for our customers with capabilities and features such as support of short-term operational and long-term strategic workloads (mixed workloads), the ability to handle thousands of concurrent queries from thousands of concurrent users, robust and simplified system management, high system availability, event monitoring, and easy integration into the enterprise. We also offer subscriptions that provide our customers with when-and-if-available upgrades and enhancements to our database software.

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- **Teradata Platform** —For the hardware component of our solutions, Teradata integrates and optimizes open systems industry standard hardware components with our value-added, fault-tolerant BYNET MPP interconnect. We utilize industry standard Intel ® XEON 32/64-bit servers, along with industry-standard storage offerings, to provide seamless, transparent scalability. As a result, our solutions perform in multiple operating environments, including UNIX ®, LINUX and Microsoft Windows ®. Our research and development efforts have sought to optimize the Teradata Platform Family as high performance, scalable, and easily supportable MPP systems, purpose-built to meet the analytical architecture needs of our customers, and to optimize the performance of the Teradata database software.
- **Teradata Logical Data Models** —Our enterprise industry logical data models (“LDMs”) are designed to be easy-to-follow blueprints for designing an enterprise data warehouse that reflects business priorities tailored to the specific needs of a particular industry. Our LDMs are licensed to our customers as a key component of our data warehousing solutions. We also offer subscriptions that provide our customers with when-and-if-available upgrades and enhancements to our LDMs.
- **Teradata Analytic Applications and Tools** —We offer a full suite of data access and management tools and applications that leverage enterprise intelligence to solve business problems. These tools and applications include: data mining, master data management, customer management, enterprise risk management, finance and performance management, demand and supply chain management, and profitability analytics.

Our service offerings include:

- **Teradata Consulting Services** —Teradata consultants combine a patented methodology with extensive industry expertise and hands-on experience to help our customers quickly recognize business value and minimize risk by using data warehousing. We employ skilled consultants who provide data warehousing business impact modeling, design, architecture, implementation, and optimization consulting services, as well as enterprise analytics consulting, data management services, and managed services. Our Global Consulting Centers around the world are staffed with professionals trained in our patented solutions methodology, and supplement local area consulting teams by accessing and utilizing the accumulated wealth of our global knowledge base and providing offshore consulting resources as needed.
- **Teradata Customer Support Services** —Our customer services organization provides an experienced, single point of contact and delivery for the deployment, support and ongoing management of Teradata data warehouses around the world. In addition to installation, our customer support service offers both proactive and reactive services, including maintenance, monitoring, back up, and recovery services to allow customers to maximize availability and better leverage the value of their investments in data warehousing.
- **Training Services** —To enhance the value of their investment, we also provide our customers with training for their employees and contractors who are responsible for the operation and/or use of their Teradata data warehouses and analytical applications.

Our Strategy. Teradata is in a leadership position to help companies manage growing data volumes and complexity to gain business insight and competitive advantage. We have four key initiatives underway to broaden our position in the market and take advantage of this opportunity. These initiatives include continuing to:

- Increase our market coverage through additional sales territories (hiring incremental sales account executives as well as technology and industry consultants),

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- Invest to extend Teradata's core technology and expand our family of compatible data warehouse platforms to address multiple market segments,
- Differentiate Teradata technology and drive platform demand by delivering services that enable customers to achieve best-in-class analytics, and
- Invest in partners to increase the number of solutions available on Teradata platforms to maximize customer value, and to provide more market coverage.

Customers. We focus the majority of our sales efforts on the global 3,000 leading companies across a broad set of industries, including banking/financial services, entertainment (including gaming and media), government, insurance and healthcare, manufacturing, retail, telecommunications, transportation, and travel. The extent to which any given customer contributes to our revenues generally varies significantly from year to year and quarter to quarter. These industries provide a good fit for our data warehouse analytic solutions, as they tend to have large and increasing sources of data, complex data management requirements or large and varied groups of users.

With more than 30 years of experience, Teradata is a leader in implementing data warehouse solutions. Our customers represent some of the best-known Global 3000 companies. Teradata solutions power: the top ten global telecommunication firms, seven of the top ten travel and transportation companies, seven of the top ten global retailers, and seven of the top ten global financial companies. (Rankings are based on the July 2009 Fortune Global Rankings and Teradata customers as of 2009.) Although Teradata is a well-established vendor with strong penetration in each of these industries, our market and growth potential remains strong. In addition to new accounts, expanded data warehouse investment within existing accounts is being driven by growth in the number of users, amounts of data, and types and complexity of analytics being directed to the customers' data warehouse environment.

Data warehouses are typically built one project at a time. For example, an initial data warehouse may start with a single subject area, which forms the foundation of data that is available to be leveraged for the next project, and so on. Therefore, a customer with a large order in one quarter is likely to generate additional revenue for Teradata in subsequent periods. However, due to the breadth of our customer base, no single customer of Teradata (overall or within any of our reportable segments) accounted for 10% or more of our total revenue in any of the last three fiscal years. For the year ended December 31, 2009, our top ten customers on a revenue basis collectively accounted for approximately 16% of our total revenues. Moreover, Teradata's total revenue and revenue for each reportable segment can vary considerably from period to period given the different growth patterns of our existing customers' data warehouse systems and the variable timing of new customer orders. Due to the size and complexity of these transactions (purchases), the sales cycle for an enterprise data warehouse is often fairly long (typically more than a year). Each of our large sales orders typically requires substantial lead time, and our results in any particular quarter have generally been dependent on our ability to generate a relatively small number of large orders for that quarter.

Partners, Marketing and Distribution Channels

Strategic Partnerships. We seek to leverage our sales and marketing reach through our strategy of partnering with leading global and regional systems integrators, independent software vendors, and consultants which we believe complement our enterprise data warehousing solutions.

- **Alliance Partners** —Strategic partnerships are a key factor in our ability to leverage the value of our data warehousing solutions and expand the scope of our offerings to the marketplace. Our partner program is focused on working collaboratively with independent software vendors in several areas critical to data warehousing, including tools, data and application integration solutions, data mining and business intelligence, and specific horizontal and industry solutions. Our goal is to provide customer choices with partner offerings that are optimized with our solutions, and fit within the customer's enterprise IT environment. Our strategic alliance partners include many leaders in the business intelligence and analytics market.

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- **Systems Integrators** —Teradata works with a range of consultants and systems integrators that engage in the design, implementation and integration of data warehousing solutions for our joint clients. Our strategic partnerships with select global consulting and systems integration firms provide broad industry and technology expertise in the design of business solutions that leverage Teradata technology to enable enterprise analytics and operational intelligence. In general, these partners are trusted advisors who assist in vision and strategy development with our customers while objectively assessing and meeting their needs. By working with premier system integrators and consulting firms, we combine our expertise in data warehousing with top-notch consultants to provide true end-to-end solutions. Our strategic global consulting and systems integration partners include Accenture, Capgemini, Deloitte and IBM Global Business Services.

Sales and Marketing. We sell and market our data warehousing solutions in our reportable segments, the Americas, EMEA, and APJ, primarily through a direct sales force. We believe our quota-carrying sales force increases our visibility and penetration in the marketplace and fosters long-term customer relationships and additional product sales. We have approximately 80% of our employees in customer-facing and/or revenue driving roles (including sales, consulting and customer service, and product engineering).

We support our sales force with marketing and training programs which are designed to grow awareness and highlight our differentiation, as well as provide a robust set of tools for use by our direct sales force. In support of growing awareness of the need for enterprise data warehousing and Teradata solutions specifically, we employ a broad range of marketing tactics including programs to inform and educate the media, industry analysts, academics and other third-party influencers, targeted direct marketing, a website, webinars, and trade shows and conferences. We annually host or participate in worldwide and regional user conferences that take place in approximately 25 locations around the globe.

We also believe that promoting customer success and return on investment is an important element for our success. As a result, and because we have an enthusiastic customer base, we have developed an active program to support and leverage customer references.

Resellers and Distributors. Although the majority of our sales are direct, to extend our sales coverage, we market and sell our products through third-party channels, including resellers and distributors. We have a number of licensed resellers, and have license and distribution agreements with independent distributors in many countries worldwide. The distribution agreements generally provide for the right to offer our products within a territory. Our distributors generally maintain sales and services personnel dedicated to our products. Accordingly, we have dedicated sales, marketing, and technical alliance resources designed to optimize our reseller and distributor relationships.

Sources of Materials. Our hardware components are assembled exclusively by Flextronics Corporation. Our platform line is designed to leverage the best-in-class components from industry leaders such as Intel Corporation for microprocessors. In addition, our computer data storage devices (such as disk arrays) are industry-standard technologies provided by LSI Corporation and EMC Corporation, but are selected and configured by us to work optimally with our software and hardware platform. Flextronics also procures a wide variety of components used in the assembly process on our behalf. Although many of these components are available from multiple sources, Teradata utilizes preferred supplier relationships to better ensure more consistent quality, cost and delivery. Typically, these preferred suppliers maintain alternative processes and/or facilities to ensure continuity of supply. Given our strategy to outsource manufacturing activities to Flextronics and to source certain components from single suppliers, a disruption in production at Flextronics or at a supplier could impact the timing of customer shipments.

Competition. The overall data warehousing market is very competitive, and we face competition for nearly every sales opportunity we pursue. Our primary competitors include IBM and Oracle for our core EDW platform and Oracle and Netezza for our data warehouse appliances. Since the overall market is large and growing, we expect to see new and emerging competitors with other alternative approaches, especially in the low-end of the data

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warehousing market. We compete successfully in the marketplace and intend to continue to do so based on our expanded Teradata Platform Family, proven architecture, integrated solutions with high performing and scalable technology, deep and broad services capabilities, and our successful track record. For more information, see Item 1A, Risk Factors, elsewhere in this Annual Report.

Competitors take different technical and integration approaches to addressing enterprise analytics needs, and therefore they often recommend a different architecture than our solutions. We believe that our customers recognize the advantages of our technology, our integrated enterprise data warehousing approach and the new purpose-built Teradata Platform Family to meet their architecture needs, which enables us to successfully compete in the marketplace.

Key factors used to evaluate competitors in these markets include: data warehousing experience and customer references; technology leadership; product quality; performance, scalability, availability and manageability; support and consulting services capabilities; industry knowledge; and total cost of ownership. We believe we have a competitive advantage in providing complete, integrated, and optimized data warehousing solutions based on our Teradata Platform Family that address these customer business, technical and architecture requirements. Our high performance Active Enterprise Data Warehouse platform technology is designed to not only seamlessly and linearly scale with customer growth needs but to do so in a manner that allows us to add current generation nodes with several generations of our technology, thereby protecting our customers' prior investments. Because our Teradata Platform Family also includes appliances, we believe we have the right platform for any analytical architecture need which makes our data warehousing solutions particularly attractive to customers.

Many companies participate in specific areas of our business, such as enterprise analytic and business intelligence application software. The status of our business relationships with these companies can influence our ability to compete for data warehousing opportunities that include such areas. Our products also complement offerings of some of our competitors, with whom we have formed partnerships to work with their business intelligence and application software businesses. Examples of these companies include both IBM and Oracle, due to acquisitions of other business intelligence, consulting and application software companies they have made in recent years.

Seasonality. Historically our sales are seasonal, in line with capital spending patterns of our customers, with lower revenue typically in the first quarter and higher revenue generally in the fourth quarter of each year. Such seasonality causes our working capital cash flow requirements to vary from quarter to quarter depending on the variability in the volume, timing and mix of product sales. In addition, revenue in the third month of each quarter has historically been significantly higher than in the first and second months. These factors, among others as more fully described in Item 1A, Risk Factors, elsewhere in this Annual Report, make forecasting more difficult and may adversely affect our ability to accurately predict financial results.

Research and Development. We remain focused on designing and developing data warehousing products, services and solutions that anticipate our customers' changing technological needs. As we seek improvements in our products and services, we also consider our customer's current needs as we design our new technology so that new generations of the Teradata database software and operating platforms are compatible with prior generations of our technology. We believe our extensive research and development ("R&D") workforce is one of our core strengths. This global R&D team is headquartered at our facility in Rancho Bernardo (San Diego), California. We anticipate that we will continue to have significant R&D expenditures in the future in order to continue a flow of innovative, high-quality products and services, which is vital to our leading competitive position. For information regarding the accounting and costs included in R&D activities see "Note 1—Description of Business, Separation, Basis of Presentation and Significant Accounting Policies" in Notes to Consolidated Financial Statements elsewhere in this Annual Report.

Intellectual Property and Technology. The Company owns approximately 460 patents in the United States and about 50 patents in foreign countries. The foreign patents are generally counterparts of the Company's U.S. patents. Many of the patents that we own are licensed to others, and we are licensed to use certain patents owned by others. While our portfolio of patents and patent applications in aggregate is of significant value to our Company, we do not believe that any particular individual patent is by itself of material importance to our business as a whole.

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In addition, the Company owns copyrights and trade secrets in its vast code base which makes up the core Teradata software product offerings, including the Teradata database and application software products. The Teradata database software, which was initially based upon computer science research at the California Institute of Technology, works on multiple tasks at once, an approach known as “parallel processing.” The Teradata database software architecture is known in the industry as a massively parallel processing system. Parallel processing vastly increases the speed with which results are delivered and correspondingly increases the amount of data that can be queried and the number and complexity of queries that can be run at the same time. The name “Teradata” evokes the ability to manage terabytes (*i.e.* , trillions of bytes) of data. One of our key technological advances has been making the Teradata database software and hardware compatible with several operating systems, such as UNIX, LINUX and Windows. In addition, the Teradata database software, as an example of a relational database management system (“RDBMS”), comprises more than seven million lines of computer code. The source code versions of our products are protected as trade secrets and, in all major markets, as unpublished copyright works. We also vigorously protect our rights in the Teradata database software and related intellectual property; however, there can be no assurance that these measures will be successful.

The Company owns the Teradata[®] trademark, which is registered in the U.S. and in many foreign countries, as well as other tradenames, service marks, and trademarks such as BYNET.

Employees. As of December 31, 2009, we had approximately 6,600 employees globally. We believe that our future success will depend, in part, on our ability to continue to attract, hire and retain skilled and experienced personnel.

Properties and Facilities. Our corporate headquarters is located in Dayton, Ohio, and we manage our business through three main locations in the United States: Johns Creek (Atlanta), Georgia; Dayton, Ohio; and Rancho Bernardo (San Diego), California. As of December 31, 2009, we operated 84 facilities throughout the world. We own our Rancho Bernardo complex, which is the headquarters of our research and development operations. All of our other research and development facilities are leased, as well as our offices in Dayton and Johns Creek, technical support centers, training, and other miscellaneous sites. We maintain facilities in approximately 40 countries.

Information. Teradata makes available through its website, free of charge, its Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, and all amendments to such reports, as soon as reasonably practicable after these reports are electronically filed or furnished to the U.S. Securities and Exchange Commission (“SEC”) pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934. These reports and other information are also available, free of charge, at www.sec.gov . Alternatively, the public may read and copy any materials we file with the SEC at the SEC’s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. Teradata will furnish, without charge to a security holder upon written request, the Notice of Meeting and Proxy Statement for the 2010 Annual Meeting of Stockholders. Teradata will furnish the Code of Conduct and any other exhibit at cost (the Code of Conduct is also available through Teradata’s website). Document requests are available by calling or writing to:

Teradata – Shareholder Relations
2835 Miami Village Drive
Dayton, OH 45342
Phone: 937-242-4878
Website: <http://www.teradata.com>

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Item 1A. RISK FACTORS

You should carefully consider each of the following risk factors and all of the other information set forth in this Annual Report. Based on the information currently known to us, we believe that the following information identifies the most significant risk factors affecting our company in each of these categories of risks. However, the risks and uncertainties our company faces are not limited to those set forth in the risk factors described below. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business.

In addition, past financial performance may not be a reliable indicator of future performance, and historical trends should not be used to anticipate results or trends in future periods.

If any of the following risks and uncertainties develops into actual events, these events could have a material adverse effect on our business, financial condition or results of operations. In such case, the trading price of our common stock could decline.

Economic Pressures and Uncertainty—Our business is affected by the global economies in which we operate and the economic climate of the industries we serve.

Our business and results of operations are affected by international, national and regional economic conditions. In particular, the IT industry in which we operate is susceptible to significant changes in the strength of the economy and the financial health of companies who make capital commitments for new technologies. Accordingly, downturns in the global or regional economies in which we operate or certain economic sectors (such as the retail, manufacturing or financial services industries) may adversely impact our business. For example, adverse changes to the economy could impact the timing of purchases by our current and potential customers or the ability of our customers to fulfill their obligations to us. In addition, further tightening of credit markets and difficulty in forecasting results may restrict our customers' ability and willingness to make purchases, which could result in delays, decreased or more closely scrutinized capital spending in our customers' businesses and in the industries we also serve, and may adversely impact our business. Uncertainty about future economic conditions makes it difficult for us to forecast operating results and to make decisions about future investments. Accordingly, if global economic and market conditions remain uncertain or persist, spread, or deteriorate further, we may experience material impacts on our results of operations, prospects and financial condition. The Company's success in periods of economic uncertainty is also dependent, in part, on our ability to reduce costs in response to changes in demand and other activity.

The United States and other economies experienced severe economic recessions in 2009, which had an adverse impact on IT budgets and capital spending trends, and contributed to lengthened sales cycles. While recently there have been some signs of economic recovery, the speed and scope of such recovery, as well as any related impact on our current and potential customers, remains unclear.

Competition—The information technology industry is intensely competitive, and competitive pressures could adversely affect prices (including pricing practices or pricing models) or demand for our products and services.

We operate in the intensely competitive IT industry, which is characterized by rapidly changing technology, evolving industry standards, frequent new product introductions, and price and cost reductions. In general, as a participant in the data warehousing market, we face:

- Changes in customer IT spending habits and other shifts in market demands, which drive competition;
- A trend toward consolidation of companies which could adversely affect our ability to compete, including if our key partners merge or partner with our competitors;
- Continued pressure on price/performance for data warehousing solutions due to constant technology improvements in processor capacity and speed;

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- Changes in pricing, marketing and product strategies, such as potential aggressive price discounting and the use of different pricing models by our competitors or other factors;
- Rapid changes in computing technology and capabilities that challenge our ability to maintain differentiation at the lower range of data warehousing analytic functions; and
- Changing competitive requirements and deliverables in developing and emerging markets.

To compete successfully in this environment, we must rapidly and continually design, develop and market solutions and related products and services that are valued in the marketplace. To do this, we must react on a timely basis to shifts in market demands. In addition, our market position depends on our ability to continually improve the price/performance of our solutions without creating operating inefficiencies and to sustain competitive operating margins, while also maintaining the quality of our products and services. Reacting quickly to improve the value of our product offerings while maintaining margins can be particularly important during times of economic uncertainty.

Our primary competitors for our EDW solutions are IBM and Oracle, who are well-capitalized companies with widespread distribution, brand recognition and penetration of platforms and service offerings. The significant purchasing and market power of these larger competitors, which have greater financial resources than we do, could allow them to surpass our market penetration and marketing efforts to promote and sell their products and services. Oracle and Netezza are our primary competitors in the data warehouse appliance market, which we have recently entered. In addition, many other companies participate in specific areas of our business, such as enterprise application analytic and business intelligence software. In some cases we may partner with a company in one area of our business and compete with them in another. The status of our business relationships with these companies can influence our ability to compete in data warehousing opportunities in such areas. We also expect additional competition from both established and emerging companies who have recently become active at the entry-levels of the data warehousing market and who may increase their level of competitive activities. Failure to compete successfully with new or existing competitors in these and other areas could have a material adverse impact on our ability to generate additional revenues or sustain existing revenue levels.

Data Warehousing Market—If the overall data warehousing market declines or does not grow, we may sell fewer products and services, and our business may not be able to sustain its current level of operations.

If the market trends toward more limited IT spending, or limited liquidity, this could result in fewer customers making, or customers delaying investments in our products and services. In the past, we have seen periodic breaks in the buying patterns from some of our larger customers, which indicate a level of maturation of their current data warehouse implementation or a shifting of IT priorities when these customers are still incorporating the investments they have made in their core data warehousing infrastructures during past years. In addition, reduced prices and improvements in data warehousing solutions increase pressure on our software and hardware revenues, as well as on the annuity revenue streams we receive from our maintenance business. If the growth rates for the data warehousing market decline for any reason, there could be a decrease in demand for our products and services, which would have a material adverse effect on our financial results.

Renewal Rates and Support Services Pricing Pressures—If our existing customers fail to renew their support agreements, or if customers do not license updated products on terms favorable to us, our revenues could be adversely affected.

We currently derive a significant portion of our overall revenues from maintenance services and software subscriptions, and we depend on our installed customer base for future revenue from maintenance services and software subscriptions and licenses of updated products. The terms of our standard maintenance services and software subscription arrangements generally provide for the payment of license fees and prepayment of first-year support fees and are generally renewable on an annual basis. The IT industry generally has been experiencing increasing pricing pressure from customers when purchasing or renewing support agreements. Moreover, the trend towards consolidation in certain industries that we serve, such as financial services and telecommunications, could result in a reduction of the software and hardware being serviced and put pressure on our maintenance terms

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with customers who have merged. Given this environment, there can be no assurance that our current customers will renew their maintenance agreements or agree to the same terms when they renew, which could result in our reducing or losing maintenance fees.

If our existing customers fail to renew their maintenance agreements, or if we are unable to generate additional maintenance fees through the license of updated products to existing or new customers, our business and future operating results could be adversely affected.

Operating Result Fluctuations—Our financial results are subject to fluctuations caused by many factors that could result in our failing to achieve anticipated financial results.

Our quarterly and annual financial results have varied in the past and are likely to continue to vary in the future due to a number of factors, many of which are beyond our control. In particular, if transactions that we expect to close by the end of a quarter are not closed until a later date, our revenue and/or net income for that quarter could be substantially below expectations, especially given the large size of our transactions. These and any one or more of the factors listed below or other factors could cause us not to achieve our revenue or profitability expectations. The resulting failure to meet market expectations could cause a drop in our stock price. These factors include the risks discussed elsewhere in this section and the following:

- Downturns in our customers' businesses, in the domestic economy or in international economies where our customers do substantial business;
- Changes in demand for our products and services, including changes in growth rates in the data warehousing market;
- The size, timing and contractual terms of large orders for our products and services, which may impact in particular our quarterly operating results (either positively or negatively);
- Possible delays in our ability to recognize revenue as the result of revenue recognition rules;
- The budgeting cycles of our customers and potential customers;
- Changes in pricing policies resulting from competitive pressures, such as aggressive price discounting by our competitors, or other factors;
- Our ability to develop and introduce on a timely basis new or enhanced versions of our products and services;
- Unexpected needs for capital expenditures or other unanticipated expenses;
- Changes in the mix of revenues attributable to domestic and international sales;
- Seasonal fluctuations in buying patterns; and
- Future acquisitions and divestitures of technologies, products and businesses.

A change in our effective tax rate can have a significant adverse impact on our business.

A number of factors may adversely impact our future effective tax rates, such as the jurisdictions in which our profits are determined to be earned and taxed; the resolution of issues arising from tax audits with various tax authorities; changes in the valuation of our deferred tax assets and liabilities; adjustments to estimated taxes upon finalization of various tax returns; changes in available tax credits, especially surrounding tax credits in the U.S. for our research and development activities; and the repatriation of non-U.S. earnings for which we have not previously provided for U.S. taxes. Tax authorities may disagree with certain positions we have taken and assess additional taxes. We regularly assess the likely outcomes of these audits in order to determine the appropriateness of our tax provision, however, there can be no assurance that we will accurately predict the outcomes of these audits, and the actual outcomes of these audits could have a material impact on our net income or financial condition. Changes in tax laws or tax rulings could materially impact our effective tax rate. For example, proposals for fundamental U.S. international tax reform, such as the recent proposal by the Obama administration, if enacted, could have a significant adverse impact on our future results of operations.

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Unanticipated delays or accelerations in our sales cycles make accurate estimation of our revenues difficult and could result in significant fluctuations in our quarterly operating results.

The size and timing of large orders for our products and services varies considerably, which can impact results from quarter to quarter. The process we use to forecast sales and trends in our business relies heavily on estimates of closure on a transaction-specific basis. It is very difficult to predict sales in a particular quarter or over a longer period of time. Unanticipated delays or accelerations in our sales cycles make accurate estimation of our revenues difficult and could result in significant fluctuations in our quarterly operating results.

The length of our sales cycle varies depending on a number of factors over which we may have little or no control, including the size and complexity of a potential transaction, the level of competition that we encounter in our selling activities and our current and potential customers' internal budgeting and approval process. As a result of a generally long sales cycle, we may expend significant effort over a long period of time in an attempt to obtain an order, but ultimately not complete the sale, or the order ultimately received may be smaller than anticipated. Our revenue from different customers varies from quarter to quarter, and a customer with a large order in one quarter may generate significantly lower revenue in subsequent quarters. Our results in any particular quarter have generally been dependent on the timing of a relatively small number of large transactions.

Due to resulting fluctuations, we believe that quarter-to-quarter comparisons of our revenue and operating results may not be meaningful, and that these comparisons may not be an accurate indicator of our future performance.

In addition, the budgeting and IT capital spending cycles of our customers and potential customers make forecasting more difficult and may adversely affect our ability to accurately predict financial results. Spending may be particularly heavy in our fourth quarter because of large enterprise customers placing orders before the expiration of IT budgets tied to that calendar year.

Our operating expenses are based on projected annual and quarterly revenue levels and are generally incurred ratably throughout each quarter. Since our operating expenses are relatively fixed in the short term, failure to generate projected revenues for a specified period could adversely impact our operating results, reducing net income or causing an operating loss for that period. The deferral or non-occurrence of such sales revenues could materially adversely affect our operating results for that quarter and could impair our business in future periods.

Seasonal trends in sales of our products and services could adversely affect our quarterly operating results.

In general, we see fluctuations in buying patterns with lower revenue in the first quarter and higher revenue in the fourth quarter of each year. Such seasonality also causes our working capital cash flow requirements to vary from quarter to quarter depending on the variability in the volume, timing and mix of product sales. In addition, revenue in the third month of each quarter has historically been significantly higher than in the first and second months, which further impacts our ability to predict financial results accurately and enhances the enterprise risks inherent in our business. These and other factors make forecasting more difficult and may adversely affect our ability to predict financial results accurately.

Revenue Mix Variability—Our revenue is variable depending on the mix of products and services in any given period, and changes in the mix of products and services that we sell could materially adversely affect our operating results.

Our business model is based on our anticipated mix of products and services and the corresponding profit margins for such products and services. Unanticipated shifts in such mix could adversely impact our results of operations and require changes to our business model. Consulting services margins are generally lower than the other elements of our data warehousing solutions. In addition, when we use third parties to supplement the services we provide to customers, this generally results in lower margin rates. As a result, increases in consulting services revenues as a percentage of our total revenues may decrease overall margins.

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We also realize different margins on the storage components we re-sell as part of our solutions, and the mix of such third-party hardware varies from quarter to quarter depending on customer requirements. In addition, changes in the price and performance of our data warehousing hardware could negatively impact maintenance and support services, and software subscription revenues.

Advancement of Our Solutions—The solutions we sell are advanced, and we need to rapidly and successfully develop and introduce new solutions in a competitive, demanding and rapidly changing environment.

To succeed in the intensely competitive IT industry, we must continually improve and refresh our product and service offerings to include newer features, functionality or solutions, and keep pace with price-to-performance gains in the IT industry. Shortened product life cycles due to customer demands and competitive pressures impact the pace at which we must introduce and implement new technology. This requires a high level of innovation by both our software developers and the suppliers of the third-party software components included in our systems. In addition, bringing new solutions to the market entails a costly and lengthy process, and requires us to accurately anticipate customer needs and technology trends. We must continue to respond to market demands, develop leading technologies and maintain leadership in data warehouse performance and scalability, or our business operations may be adversely affected.

We must also anticipate and respond to customer demands regarding the compatibility of our current and prior offerings. These demands could hinder the pace of introducing and implementing new technology. Our future results may be affected if our products cannot effectively interface and perform well with software products of other companies and with our customers' existing IT infrastructures, or if we are unsuccessful in our efforts to enter into agreements allowing integration of third-party technology with the Teradata database platform. Our efforts to develop the interoperability of our products may require significant investments of capital and employee resources. In addition, many of our principal products are used with products offered by third parties and, in the future, some vendors of non-Teradata products may become less willing to provide us with access to their products, technical information and marketing and sales support.

As a result of these and other factors, our ability to introduce new or improved solutions could be adversely impacted. There can be no assurance that our innovations will be profitable, and if we cannot successfully market and sell both existing and newly developed solutions, our business and operating results could be impacted. If we were to lose our significant technology advantage, our market share and growth could be adversely affected. In addition, if we are unable to deliver products, features, and functionality as projected, we may be unable to meet our commitments to customers, which could have an adverse affect on our reputation and business.

Highly Advanced Products—Our products include highly advanced technology, and as we develop new products with greater capacity and performance capabilities, the increased difficulty and complexity associated with producing these products increases the likelihood of reliability, quality or operability problems.

Despite rigorous testing prior to their release and superior quality processes, our software and hardware products may contain undetected errors or security flaws, which may be found after the products are introduced and shipped. This risk is enhanced when products are first introduced or when new versions are released, as well as when we develop products with more advanced technology, since the increased difficulty and complexity associated with producing these products increases the likelihood of reliability, quality or operability problems. The correction and detection of errors may cause delays, lost revenues and incremental costs. Errors in our software products could also affect the ability of our products to work with other hardware or software products, could delay the development or release of new products or new versions of products, and could adversely affect market acceptance of our products. While we attempt to remedy errors that we believe would be considered critical by our customers prior to shipment, we may not be able to detect or remedy all such errors.

Our customers who rely on our solutions for business-critical applications are more sensitive to product errors, which could expose us to product liability, performance and warranty claims, as well as harm our reputation. These and other risks associated with new product and service offerings may have a material adverse impact on our results of operations and future performance.

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Product introductions and certain enhancements of existing products by us in the future periods may also reduce demand for our existing products or could delay purchases by customers awaiting arrival of our new products. As new or enhanced products are introduced, we must successfully manage the transition from older products.

In the ordinary course of business, we continually evaluate opportunities for new product and service offerings, new markets and new geographic sectors, and development of such opportunities could entail certain business risks which could affect our financial condition.

Security Lapses—The confidentiality of information we hold or the security of our computer systems could be jeopardized.

We operate pursuant to a business-to-business model, and therefore we normally do not handle large volumes of personally identifiable information for our customers—such as employee data, customer data, data that our customers collect from their customers, and information regulated by the Health Insurance Portability and Accountability Act of 1996. However, some of our services require us to have access to such highly confidential information. If unauthorized access to or use of such information occurs, despite our data security measures to protect it, our results of operation and relationship with our customers could be adversely impacted.

Reliance on Third Parties—Our future results depend in part on our relationships with key suppliers, strategic partners and other third parties.

Our development, marketing and distribution strategies depend in part on our ability to form strategic alliances with third parties that have complementary products, software, services and skills. Our strategic partners include consultants and system integrators, software and technology providers, and indirect channel distributors in certain countries. These relationships create risks beyond our control of our partners changing their business focus, entering into strategic alliance with other companies, being acquired by our competitors, failing to meet performance criteria or improperly using our confidential information. If we fail to maintain or expand our relationships with strategic partners, our business may be adversely affected.

Third-party vendors provide important elements to our solutions; if we do not maintain our relationships with these vendors or if these vendors cease to be going concerns, interruptions in the supply of our products may result. There are some components of our solutions that we purchase from single sources due to price, quality, technology or other reasons. For example, we have relied on Flextronics as a key single source contract manufacturer for our hardware systems for the last several years. In addition, we depend on Accenture for certain transaction processing services, and buy silicon computer chips and microprocessors from Intel Corporation, and storage disk systems from EMC Corporation and LSI Corporation. Some components supplied by third parties may be critical to our solutions, and several of our suppliers may terminate their agreements with us without cause with 180 days notice. If we were unable to purchase necessary services, parts, components or products from a particular vendor and had to find an alternative supplier, our shipments and deliveries could be delayed, and our operations could be adversely impacted.

In addition, smaller suppliers have operating risks that could impact our business. These risks could create product time delays, inventory and invoicing problems, staging delays, and other operational difficulties. We could also be impacted by their inability to provide high-quality products or services that conform to required specifications or contractual arrangements, which could negatively impact our business and operating results.

Reliance on the Intellectual Property of Third Parties—The loss of our rights to use software licensed to us by third parties could harm our business.

We have an active partner program that offers rights to sublicense third party software as part of a complete suite of solutions for our customers. This offering, as well as our reliance on third party software and licenses in our operating system software and business, creates risks that are not present when developing software in-house. For example, the viability, reliability and quality of such partners' businesses, as well as their ability to fulfill their obligations to us, are factors that come into play and could adversely affect our financial condition. Our

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operations could also be impacted if we are forced to seek alternative technology, or technology for new solutions, that may not be available on commercially reasonable terms. Also, many of our offerings are complemented by technologies developed by others, and if we are unable to continue to obtain licenses for such technologies at competitive prices, our business would be impacted.

Intellectual Property—If we are unable to develop, preserve and protect our intellectual property assets, our operating results may be adversely affected.

As a technology company, our intellectual property portfolio is crucial to our continuing ability to be a leading data warehouse solutions provider. We strive to protect and enhance our proprietary intellectual property rights through patent, copyright, trademark and trade secret laws, as well as through technological safeguards. These efforts include protection of the products and application, diagnostic and other software we develop.

To the extent we are not successful, our business could be materially adversely impacted. We may be unable to prevent third parties from using our technology without our authorization or independently developing technology that is similar to ours, particularly in those countries where the laws do not protect our proprietary rights as fully as in the United States. With respect to our pending patent applications, we may not be successful in securing patents for these claims, and our competitors may already have applied for patents that, once issued, will prevail over our patent rights or otherwise limit our ability to sell our products.

While we take steps to provide for confidentiality obligations of employees and third parties with whom we do business (including customers, suppliers and strategic partners), there is a risk that such parties will breach such obligations and jeopardize our intellectual property rights. Many customers have outsourced the administration and management of their data warehouses to third parties, including some of our competitors, who then have access to our confidential information. Although we have agreements in place to mitigate this risk, there can be no assurance that such protections will be sufficient. In addition, our ability to capture and re-use field-based developed intellectual property is important to future business opportunities and margins.

We are actively engaged in efforts to protect the value of our intellectual property and to prevent others from infringing our intellectual property rights. However, due to the complex and technical nature of such efforts and the potentially high stakes involved, such enforcement activity can be expensive and time consuming, and there can be no assurance that we will be successful in these efforts.

Research and Development—We make significant investments in research and development and cannot assure that these investments will be profitable.

As part of our business strategy, we must continue to dedicate a significant amount of resources to our research and development efforts in order to maintain our competitive position. However, we do not expect to receive significant revenues from these investments for several years, if at all. Research and development expenses represent a significant portion of our discretionary fixed costs. We believe these new technologies could significantly improve our products and services over the long-term. However, if we have invested too much in these or other technologies, our results of operations could be adversely affected. In addition, as we replace our existing assets with new, higher cost assets, we expect that our depreciation expense will increase, which will contribute to our high level of fixed costs and reduce our earnings.

Intellectual Property Infringement Claims by Third Parties—Claims by others that we infringe their intellectual property rights could harm our business and financial condition.

We have seen a trend towards aggressive enforcement of intellectual property rights as the functionality of products in our industry increasingly overlaps and the volume of issued software patents continues to grow. As a result, there is a risk that we could be subject to infringement claims which, regardless of their validity, could:

- Be expensive, time consuming and divert management attention away from normal business operations;

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- Require us to pay monetary damages or enter into non-standard royalty and licensing agreements;
- Require us to modify our product sales and development plans; or
- Require us to satisfy indemnification obligations to our customers.

Regardless of whether these claims have any merit, they can be burdensome to defend or settle and can harm our business and reputation.

Open Source Software—The growing market acceptance of open source software presents benefits and challenges for our industry.

We have developed a version of the Teradata database software to operate on the LINUX open source platform and have incorporated other types of open source software into our products, allowing us to enhance certain solutions without incurring substantial additional research and development costs and expand our solution offerings. “Open source” software is made widely available by its authors and is licensed for a nominal fee or, in some cases, at no charge. For example, LINUX is a free UNIX-type operating system, and the source code for LINUX is freely available. While we believe our contractual obligations are limited with respect to such software, no assurances can be given that unanticipated problems arising from our use of open source software will not arise in the future.

Open source licenses typically mandate that proprietary software, when combined in specific ways with open source software, become subject to the open source license. We take steps to ensure that our proprietary software is not combined with, or does not incorporate, open source software in ways that would require our proprietary software to be subject to an open source license. However, few courts have interpreted the open source licenses, and the manner in which these licenses may be interpreted and enforced is therefore subject to uncertainty.

International Operations—Generating substantial revenues from our multinational operations helps us to meet our strategic goals, but poses a number of risks.

In 2009, the percentage of our total revenues from outside of the United States was 49%. We believe that our geographic diversity may help to mitigate some risks associated with geographic concentrations of operations (*e.g.* , adverse changes in foreign currency exchange rates and deteriorating economic environments or business disruptions due to economic or political uncertainties). However, our ability to sell our solutions internationally is subject to the following risks, among others:

- General economic and political conditions in each country that could adversely affect demand for our solutions in these markets;
- Currency exchange rate fluctuations that could result in lower demand for our products as well as generate currency translation losses;
- The impact of civil and political unrest (relating to war, terrorist activity or other turmoil) on the economy or markets in general, or on our ability, or that of our suppliers, to meet commitments, which may occur in other countries such as Pakistan, India or China where we have significant operations;
- Changes to and compliance with a variety of local laws and regulations that may increase our cost of doing business in these markets or otherwise prevent us from effectively competing in these markets;
- Cultural and management challenges with managing new and growing consulting services and engineering functions overseas in such countries as India, China and Pakistan;
- Difficulties in staffing and managing our foreign offices and the increased travel, infrastructure and legal and compliance costs associated with multiple international locations;
- Longer payment cycles for sales in foreign countries and difficulties in enforcing contracts and collecting accounts receivable;
- Tariffs or other restrictions on foreign trade or investment;
- Costs and delays associated with developing products in multiple languages; and
- Changing competitive requirements and deliverables in developing and emerging markets.

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Our products are subject to U.S. export controls and, when exported from the United States, or re-exported to another country, must be authorized under applicable U.S. export regulations. Changes in our products or changes in export regulations may create delays in the introduction of our products in international markets, prevent our customers with international operations from deploying our products throughout their global systems or, in some cases, prevent the export of our products to certain countries or customers altogether. Any change in export regulations or related legislation, shift in approach to the enforcement or scope of existing regulations, or change in the countries, persons or technologies targeted by these regulations could result in decreased use of our products by, or in our decreased ability to export or sell our products to, existing or potential customers with international operations.

Foreign Currency Fluctuations

Our revenue and operating income are subject to variability due to the effects of foreign currency fluctuations against the U.S. dollar. We have exposure to approximately 30 functional currencies. The primary currencies to which we are exposed include the euro, British pound, Japanese yen, the Australian dollar and other Asian and South American currencies. A significant portion of our revenue and operating income is generated outside the United States, and therefore our financial results may fluctuate due to the effects of such foreign currency fluctuations, which are difficult to predict.

Dependence on Key Employees—We depend on key employees and face competition in hiring and retaining qualified employees.

Our employees are critical to our success. Our future success depends on our ability to attract and retain the services of senior management and key personnel in all functional areas of our company, including engineering and development, marketing and sales professionals, and consultants. Competition for highly skilled personnel in the IT industry is intense. No assurance can be made that key personnel will remain with us, and it may be difficult and costly to replace such employees. Our failure to hire, retain and replace our key personnel could have a material adverse impact on our business operations.

Internal Controls—Inadequate internal control over financial reporting and accounting practices could lead to errors, which could adversely impact our ability to assure timely and accurate financial reporting.

Internal control over financial reporting, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control objectives will be met. These inherent limitations include system errors, the potential for human error and unauthorized actions of employees or contractors, inadequacy of controls, temporary lapses in controls due to shortfalls in transition planning and oversight or resources, and other factors. Consequently, such controls may not prevent or detect misstatements in our reported financial results as required under SEC and New York Stock Exchange (“NYSE”) rules, which could increase our operating costs or impair our ability to operate our business. Controls may also become inadequate due to changes in circumstances, and it is necessary to replace, upgrade or modify our internal information systems from time to time. In addition, unforeseen risks may arise in connection with financial reporting systems due to inefficient business processes or business process reengineering projects.

If management is not successful in maintaining a strong internal control environment, material weaknesses could occur, causing investors to lose confidence in our reported financial information. This could lead to a decline in our stock price, limit our ability to access the capital markets in the future, and require us to incur additional costs to improve our internal control systems and procedures.

Damage to Our Information Systems—Our information systems, computer equipment and information databases are critical to our business operations, and any damage or disruptions could adversely affect our operations.

Our operations are dependent on our ability to protect our computer equipment and the information stored in our databases from damage by, among other things, earthquake, fire, natural disaster, power loss, telecommunications

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failures, unauthorized intrusions and other events. A significant part of our operations is based in an area of California that has experienced power outages and earthquakes and is considered seismically active. Despite our contingency planning, events of this nature may still result in system failures and other interruptions in our operations, which could have a material adverse effect on our business and financial condition.

In addition, it is periodically necessary to replace, upgrade or modify our internal information systems. If we are unable to do this in a timely and cost-effective manner, especially in light of demands on our IT resources, our ability to capture and process financial transactions and therefore our financial condition or results of operations may be adversely impacted.

Acquisitions and Alliances—Our ability to successfully integrate acquisitions and effectively manage acquisition and alliance activities may be an important element of future growth.

From time to time, we may make investments in companies, products, service capabilities and technologies through acquisitions, equity investments, joint ventures or strategic alliances. Such transactions entail various risks, including risks associated with:

- Assimilating and integrating different business operations, corporate cultures, personnel, infrastructure and technologies or products acquired or licensed;
- The potential for unknown liabilities and quality issues within the acquired or combined business;
- Disruptions of our ongoing business or inability to successfully incorporate acquired products, services or technologies into our solutions and maintain quality;
- Failure to achieve the projected synergies after integration of acquired companies; and
- Additional costs not anticipated at the time of acquisition.

Our operating results may fluctuate as a result of acquisitions and other strategic growth transactions, and there is a risk that our financial results may be adversely affected.

Legal Contingencies and Regulatory Matters—Like other technology companies, we face uncertainties with regard to lawsuits, regulations and other related matters.

In the normal course of business, we are subject to proceedings, lawsuits, claims and other matters, including those that relate to the environment, health and safety, employee benefits, export compliance, intellectual property, and other regulatory compliance and general matters. See “Note 9—Commitments and Contingencies” in Notes to Consolidated Financial Statements elsewhere in this Annual Report. Because such matters are subject to many uncertainties, their outcomes are not predictable. While we believe that amounts provided in our consolidated financial statements are currently adequate in light of the probable and estimable liabilities, there can be no assurances that the amounts required to satisfy alleged liabilities from such matters will not impact future operating results.

In addition, we are subject to diverse and complex laws and regulations, including those relating to corporate governance, public disclosure and reporting—which are rapidly changing and subject to many possible changes in the future. From time to time, we may conduct internal investigations in connection with our efforts to ensure compliance with such laws and regulations, the costs or results of which could impact our results. Laws and regulations impacting our customers, such as those relating to privacy and data protection, could also impact our future business.

In addition, our facilities and operations, including former facilities and former operations for which we may have liabilities, are subject to a wide range of environmental protection laws. There have not been any known actual material effects that compliance with environmental provisions has had upon the capital expenditures, earnings or competitive position of the Company or its subsidiaries, and there are no material estimated capital expenditures for environmental remediation or liabilities planned. However, we do expect to incur some costs in connection

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with compliance with these matters and given the uncertainties inherent in such activities, there can be no assurances that the costs required to comply with applicable environmental laws will not adversely impact future operating results.

There is an increased focus by the SEC on Foreign Corrupt Practices Act (“FCPA”) enforcement activities. Given the breadth and scope of our international operations, we may not be able to detect improper or unlawful conduct by our international partners and employees, despite our high ethics, governance and compliance standards, which could put the Company at risk regarding possible violations of laws, including the FCPA.

Considerable management time and resources will be spent to understand and comply with changing laws, regulations and standards relating to corporate governance, accounting principles, public disclosure (including the Sarbanes-Oxley Act of 2002), SEC regulations, Basel II and the rules of the NYSE where our shares are listed. Although we do not believe that recent regulatory and legal initiatives will result in significant changes to our internal practices or our operations, rapid changes in accounting standards, and federal securities laws and regulations, among others, may substantially increase costs to our organization and could have an impact on our future operating results.

Other Factors—There are a number of other factors that could cause our operating results to fluctuate and could have a material adverse impact on our financial condition.

Our revenue and operating results could fluctuate for a number of reasons, including, among other things:

Contractual Obligations of Consulting Services: We maintain a consulting services workforce to fulfill contracts that we enter into with our customers that may extend to multiple periods. Our profitability is largely a function of performing to customer contractual arrangements within the estimated costs to perform these obligations. If we exceed these estimated costs, our profitability related to these contracts may be negatively impacted. In addition, if we are unable to maintain appropriate utilization rates for our consultants, we may not be able to sustain profitability on these contracts.

Management Assumptions, Estimates and Judgments: In connection with the preparation of the Company’s financial statements, we are required to make assumptions, estimates and judgments that affect the reported amounts of assets, liabilities, revenues, expenses and the related disclosure of contingent liabilities. For additional information regarding the Company’s use of assumptions, estimates and judgments, see “Critical Accounting Policies and Estimates” in Item 7 of Part II of this Annual Report.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

Item 2. PROPERTIES

As of December 31, 2009, Teradata operated 84 facilities consisting of just over 1.2 million square feet throughout the world. On a square footage basis, approximately 30% of these facilities are owned and 70% are leased. Within the total facility portfolio, Teradata operates 7 research and development facilities totaling approximately 480 thousand square feet, approximately 75% of which is owned. The remaining approximately 750 thousand square feet of space includes office, repair, warehouse and other miscellaneous sites, and is 100% leased. Teradata maintains facilities in approximately 40 countries. Teradata believes its facilities are suitable and adequate to meet its current needs. Teradata’s corporate headquarters are located in Dayton, Ohio.

Item 3. LEGAL PROCEEDINGS

Information regarding legal proceedings is included in Item 8 of Part II of this Annual Report as part of Note 9 of Notes to Consolidated Financial Statements, “Commitments and Contingencies,” and is incorporated herein by reference.

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Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

Information regarding the identification of executive officers of the Company is included in Item 10 of Part III of this Annual Report and is incorporated herein by reference.

PART II

Item 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Teradata common stock trades on the New York Stock Exchange under the symbol "TDC." There were approximately 112,000 registered holders of Teradata common stock as of February 23, 2010. The following table presents the high and low closing per share prices of Teradata common stock traded on the New York Stock Exchange during the calendar quarter indicated.

	Common Stock Closing Market Price	
	High	Low
2009		
Fourth quarter	\$ 32.08	\$ 26.35
Third quarter	\$ 27.90	\$ 21.82
Second quarter	\$ 24.10	\$ 15.28
First quarter	\$ 17.12	\$ 13.02
2008		
Fourth quarter	\$ 18.85	\$ 11.46
Third quarter	\$ 25.18	\$ 18.41
Second quarter	\$ 27.01	\$ 20.61
First quarter	\$ 26.99	\$ 21.75

Teradata has not paid cash dividends and does not anticipate the payment of cash dividends to shareholders of Teradata common stock in the immediate future. The declaration of dividends in the future would be subject to the discretion of Teradata's Board of Directors.

Securities Authorized for Issuance under Equity Compensation Plans

The following table provides information as of December 31, 2009, regarding compensation plans (including individual compensation arrangements) under which equity securities of the Company are authorized for issuance.

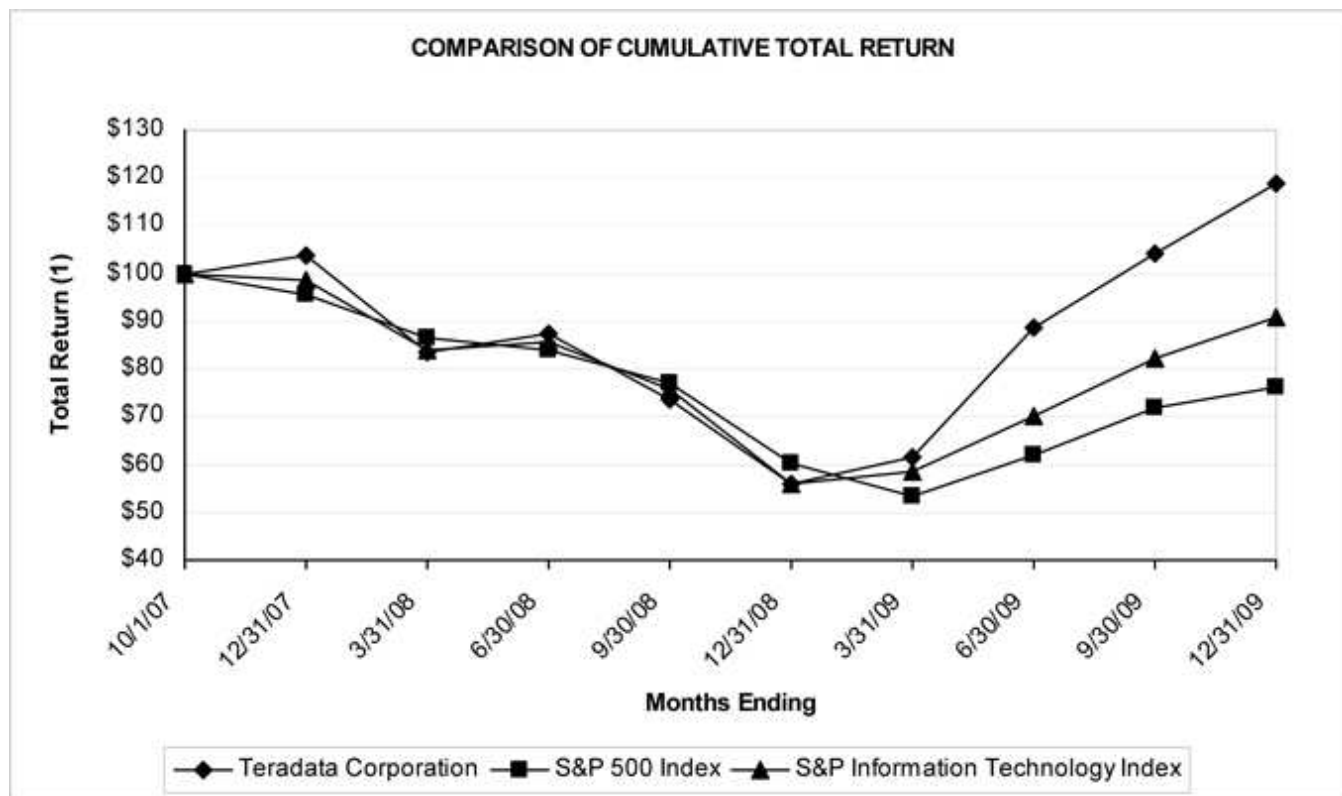
Equity Compensation Plan Information

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders ⁽¹⁾	9,338,792	\$ 17.98	10,857,440
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	9,338,792	\$ 17.98	10,857,440

⁽¹⁾ Includes awards granted under the NCR Stock Incentive Plan, which were converted to awards of Teradata common stock prior to the Separation of Teradata from NCR Corporation.

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The following graph compares the relative performance of Teradata stock, the Standard & Poor's 500 Stock Index and the Standard & Poor's Information Technology Index. This graph covers the twenty-seven-month period from October 1, 2007 (immediately following the Separation), through December 31, 2009.



Company/Index	1 Oct 2007	31 Dec 2007	31 Mar 2008	30 Jun 2008	30 Sep 2008	31 Dec 2008	31 Mar 2009	30 Jun 2009	30 Sep 2009	31 Dec 2009
Teradata Corporation	\$ 100	\$ 104	\$ 83	\$ 87	\$ 74	\$ 56	\$ 61	\$ 89	\$ 104	\$ 119
S&P 500 Index	\$ 100	\$ 95	\$ 86	\$ 84	\$ 77	\$ 60	\$ 53	\$ 62	\$ 72	\$ 76
S&P Information Technology Index	\$ 100	\$ 99	\$ 84	\$ 86	\$ 76	\$ 56	\$ 59	\$ 70	\$ 82	\$ 91

⁽¹⁾ In each case, assumes a \$100 investment immediately following the Separation on October 1, 2007, and reinvestment of all dividends, if any.

Purchases of Equity Securities by the Issuer and Affiliated Purchases

For the year ended December 31, 2009, the Company executed purchases for approximately 7.0 million shares of its common stock at an average price per share of \$25.11 under the two share repurchase programs authorized by our Board of Directors in 2008. The first program (the “dilution offset program”) authorizes the Company to purchase Teradata common stock to the extent of cash received from the exercise of stock options and the Teradata Employee Stock Purchase Plan (“ESPP”) to offset the dilution from these plans. The second program (the “general share repurchase program”) authorized the Company to repurchase an additional \$250 million of the Company’s outstanding shares of common stock. On May 4, 2009, the Company’s Board of Directors authorized an additional \$300 million increase to the Company’s existing general share repurchase program. As of December 31, 2009, the Company had \$234 million of authorization remaining on the (\$250 million and \$300 million) general share repurchase programs to repurchase outstanding shares of Teradata common stock. Share repurchases made by the Company are reported on a trade date basis. Subsequent to the year ended December 31, 2009, from January 1, 2010 through February 26, 2010, the Company repurchased approximately 2.4 million shares for approximately \$70 million under the two existing share repurchase programs.

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In addition to those share purchase programs, Section 16 officers occasionally sell vested shares of restricted stock to the Company at the current market price to cover their withholding taxes. For the year ended December 31, 2009, the total of these purchases was 15,133 shares at an average price of \$21.78 per share.

The following table provides information relating to the Company's repurchase of common stock for the year ended December 31, 2009:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Dilution Offset Program	Total Number of Shares Purchased as Part of Publicly Announced General Share Repurchase Program	Maximum Dollar Value that May Yet Be Purchased Under the Dilution Offset Program	Maximum Dollar Value that May Yet Be Purchased Under the General Share Repurchase Program
First quarter total	1,332,500	\$15.27	267,500	1,065,000	\$1,650,074	\$ 65,333,208
Second quarter total	1,371,382	\$21.86	229,947	1,141,435	\$1,627,889	\$340,355,676
Third quarter total	830,000	\$26.42	260,000	570,000	\$1,101,485	\$325,356,546
October 2009	220,000	\$28.02	—	220,000	\$1,791,133	\$319,191,573
November 2009	2,100,500	\$29.78	150,000	1,950,500	\$2,071,086	\$261,142,974
December 2009	1,103,833	\$30.61	210,000	893,833	\$ 751,276	\$233,721,590
Fourth quarter total	3,424,333	\$29.93	360,000	3,064,333	\$ 751,276	\$233,721,590
2009 Full year total	6,958,215	\$25.11	1,117,447	5,840,768	\$ 751,276	\$233,721,590

Item 6. TERADATA CORPORATION SELECTED FINANCIAL DATA

In millions, except per share and employee amounts	For the Year Ended December 31				
	2009	2008	2007 ⁽¹⁾	2006	2005 ⁽²⁾
Revenue	\$1,709	\$1,762	\$1,702	\$1,547	\$1,467
Income from operations	\$ 338	\$ 333	\$ 320	\$ 302	\$ 284
Other (expense) income	\$ (4)	\$ 5	\$ 2	\$ —	\$ —
Income tax expense	\$ 80	\$ 88	\$ 122	\$ 110	\$ 78
Net income	\$ 254	\$ 250	\$ 200	\$ 192	\$ 206
Net income per common share					
Basic	\$ 1.48	\$ 1.40	\$ 1.11	\$ 1.06	\$ 1.14
Diluted	\$ 1.46	\$ 1.39	\$ 1.10	\$ 1.06	\$ 1.14
	At December 31				
	2009	2008	2007	2006	2005
Total assets	\$1,569	\$1,430	\$1,294	\$1,003	\$ 911
Debt	\$ —	\$ —	\$ —	\$ —	\$ —
Total stockholders' equity/parent company equity	\$ 910	\$ 777	\$ 631	\$ 591	\$ 517
Cash dividends	\$ —	\$ —	\$ —	\$ —	\$ —
Number of employees	6,600	6,400	5,900	5,100	4,500

⁽¹⁾ Includes \$17 million (\$15 million after-tax) for expenses related to the Separation from NCR; a \$10 million charge related to a tax rate change in Germany; an out-of-period income tax expense adjustment of \$7 million relating to prior years; and \$6 million for a tax benefit related to the Separation from NCR.

⁽²⁾ Includes income tax benefits totaling \$33 million from the favorable settlement of tax audit issues relating to the tax years 1997—1999 and 2000—2002.

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Item 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (“MD&A”)

You should read the following discussion in conjunction with the consolidated financial statements and the notes to those statements included elsewhere in this Annual Report on Form 10-K (“Annual Report”). This Annual Report contains certain statements that are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. Certain statements contained in the MD&A are forward-looking statements that involve risks and uncertainties. The forward-looking statements are not historical facts, but rather are based on current expectations, estimates, assumptions and projections about our industry, business and future financial results. Our actual results could differ materially from the results contemplated by these forward-looking statements due to a number of factors, including those discussed in other sections of this Annual Report. See “Risk Factors” and “Forward-looking Statements.”

BUSINESS OVERVIEW

Teradata provides data warehousing solutions for customers worldwide that combine software (including the Teradata database software and tools, data mining and analytical applications), hardware and related consulting and support services. These solutions can also include third-party products and services from other leading technology and service partners.

Our solutions enable customers to integrate detailed enterprise-wide data such as customer, financial and operational data into a single data warehouse and provide the analytical capabilities to transform that data into useful information. These solutions allow customers to have a consistent, accurate view of their data and businesses, with more accurate, insightful and timely information when and where they need it to make better and faster decisions. This approach provides customers with better insight, faster access to new analytics and less redundancy within their information technology (“IT”) infrastructure so they can maximize business value while minimizing their total cost of ownership.

Our data warehousing technologies provide a high level of performance, scalability, availability and manageability for strategic and operational analytic requirements. Our IT consultants combine a proven methodology, deep industry expertise and years of hands-on experience to help clients quickly capture business value while minimizing risk. Our customer services professionals provide a single source of support services to allow customers to maximize use and fully leverage the value of their investments in data warehousing.

Through active enterprise intelligence, Teradata is extending the use of traditional enterprise data warehousing (“EDW”) by integrating advanced analytics into enterprise business processes, allowing companies to combine the analysis of current and historical data so operations personnel can make decisions at the point of contact or service and take action as events occur.

In 2008, Teradata launched an expanded family of data warehouse offerings, now also providing customers with the ability to use Teradata for point solutions or data marts, in addition to our core EDW technology. Teradata offers data warehousing solutions to many major industries, including banking/financial services, entertainment (including gaming and media), government, insurance and healthcare, manufacturing, retail, telecommunications, transportation and travel. Teradata delivers its solutions primarily through direct sales channels, as well as through alliances with system integrators, other independent software vendors, value-added resellers and distributors. We deliver our solutions to customers on a global basis, and organize our operations in the following three regions which are also our reportable segments: North America and Latin America (“Americas”), Europe, the Middle East and Africa (“EMEA”), and Asia Pacific and Japan (“APJ”).

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2009 FINANCIAL OVERVIEW

As more fully discussed in later sections of this MD&A, the following are the financial highlights for 2009:

- Revenue decreased 3% in 2009 from 2008, with declines in product revenue offset somewhat by higher service revenue.
- Gross margin was 54.9% in 2009, up from 53.9% in 2008, largely driven by improvements in our consulting and installation-related services (“consulting”) business.
- Operating income was \$338 million in 2009, up from \$333 million in 2008. Operating income in 2009 benefited from lower Selling, General and Administrative (“SG&A”) expenses and improved consulting services margins, offset somewhat by the impact of lower product revenue and higher Research and Development (“R&D”) expenses.
- Net income of \$254 million in 2009 increased from \$250 million in 2008. Net income per common share (diluted) of \$1.46 in 2009 compared to \$1.39 in 2008. In addition to the items discussed above, net income for 2009 benefited from a lower tax rate of 24% in 2009, compared to 26% in 2008.

STRATEGY OVERVIEW

Teradata is in a leadership position to help companies manage growing data volumes and complexity to gain business insight and competitive advantage. We have four key initiatives underway to broaden our position in the market and take advantage of this opportunity. These initiatives include continuing to:

- Increase our market coverage through additional sales territories (hiring incremental sales account executives as well as technology and industry consultants),
- Invest to extend Teradata’s core technology and expand our family of compatible data warehouse platforms to address multiple market segments,
- Differentiate Teradata and drive platform demand by delivering services that enable customers to achieve best-in-class analytics, and
- Invest in partners to increase the number of solutions available on Teradata platforms to maximize customer value, and to provide more market coverage.

Further discussion of our business strategy is included in the section entitled “Business” included in Item 1 of this Annual Report and incorporated herein by reference.

FUTURE TRENDS

We believe that demand for our solutions will continue to increase due to the continued increase in data volumes, the scale and complexity of business requirements, and the growing use of new data elements and more near real-time analytics over time. The adoption by customers of more near real-time analysis for enterprise intelligence is driving more applications, usage and capacity.

The United States and other international economies, significant to Teradata’s sales efforts, experienced severe economic recessions in 2009, which had an adverse impact on IT budgets and capital spending trends, and contributed to lengthened sales cycles for acquiring Teradata products and services. While recently there have been some signs of economic recovery, the speed and scope of such recovery, as well as the related impact on our current and potential customers, remains unclear. The size, timing and contracted terms of large customer orders for our products and services can impact, both positively and negatively, our long-term operating results.

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As a portion of the Company's operations and revenue occur outside the United States, and in currencies other than the U.S. dollar, the Company is exposed to fluctuations in foreign currency exchange rates. In 2010, Teradata expects approximately one to two percentage points of benefit from currency translation on its reported revenue and a corresponding currency impact on operating income, based on currency rates as of January 27, 2010.

While macroeconomic challenges and fluctuations in the IT environment do occur, our long-term outlook remains positive. We did not experience significant changes in 2009 due to competitive and/or pricing trends for our EDW or appliance solutions, although there is a risk that pricing pressure for either of these solutions could occur in the future. We continue to be committed to new product development and achieving a responsive yield from our research and development spending and resources, which are intended to drive future demand. We also continue to evaluate opportunities to increase our market coverage and are committed to continuing to increase our number of sales territories, among other things, to drive future revenue growth. Given the length of sales cycles in the data warehouse market, new sales account territories typically take more than two years, on average, to become productive.

RESULTS FROM OPERATIONS FOR THE YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007

In millions	2009	% of Revenue	2008	% of Revenue	2007	% of Revenue
Product revenue	\$ 772	45.2%	\$ 849	48.2%	\$ 884	51.9%
Service revenue	937	54.8%	913	51.8%	818	48.1%
Total revenue	<u>1,709</u>	<u>100%</u>	<u>1,762</u>	<u>100%</u>	<u>1,702</u>	<u>100%</u>
Gross margin						
Product gross margin	503	65.2%	547	64.4%	572	64.7%
Service gross margin	435	46.4%	402	44.0%	344	42.1%
Total gross margin	<u>938</u>	<u>54.9%</u>	<u>949</u>	<u>53.9%</u>	<u>916</u>	<u>53.8%</u>
Operating expenses						
Selling, general and administrative expenses	483	28.3%	508	28.8%	470	27.6%
Research and development expenses	117	6.8%	108	6.1%	126	7.4%
Total operating expenses	<u>600</u>	<u>35.1%</u>	<u>616</u>	<u>35.0%</u>	<u>596</u>	<u>35.0%</u>
Operating income	<u>\$ 338</u>	<u>19.8%</u>	<u>\$ 333</u>	<u>18.9%</u>	<u>\$ 320</u>	<u>18.8%</u>

Revenue

Teradata revenue declined 3% in 2009 from 2008. The revenue decline included a negative effect of 2% from foreign currency fluctuations. Product revenue decreased 9% in 2009 from 2008, due to the difficult global economic environment, which resulted in reduced capital spending by companies. Service revenue increased 3% in 2009 from 2008, driven by increases in both consulting and maintenance services.

Teradata revenue increased 4% in 2008 from 2007. The revenue growth included a net benefit of 2% from foreign currency fluctuations. Product revenue decreased 4% in 2008 from 2007, due to a lengthening of sales cycles and the general downturn in the global economy. Service revenue increased 12% in 2008 from 2007, driven by a 17% increase in maintenance revenue and an 8% increase in consulting services revenue, as compared to 2007. Maintenance revenues benefited from product expansion, including the full-year impact of the increase in product revenues from 2006 to 2007.

Gross Margin

Gross margin was 54.9% in 2009, up from 53.9% in 2008. Product gross margin increased to 65.2% from 64.4% in 2008 with a positive deal mix offset in part by the impact of increased capitalized software amortization against lower product revenue, as well as the adverse impact of currency translation on international product revenue. The term "deal mix" refers to the revenue mix of our product sales consummated in a particular period, including both

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software versus hardware content and mix, and amount and mix of third-party products re-sold. Due to the timing of capitalizations and amortizations of software development costs and our strategic initiative of increasing our research and development investments, we saw an increase in the balance of capitalized software development costs on our balance sheet as of December 31, 2009. Consistent with the second half of 2009, we may have an increase of approximately \$11 million in amortization of these capitalized software development costs in 2010, which will be reflected as a cost of product revenue. Services gross margin increased to 46.4% in 2009 from 44.0% in 2008, due to improvements in our consulting services business which benefited from improved utilization of internal resources, lower outside contractor costs, lower overhead costs and lower travel expenses. The improvement in product and services margins more than offset a lower proportion (mix) of product revenue, in relation to services revenue, as compared to the prior year.

Gross margin was 53.9% in 2008, relatively unchanged from 2007. Product gross margin decreased slightly to 64.4% in 2008 from 64.7% in 2007 with an adverse deal mix offset in part by the positive impact of currency translation on international product revenue. Services gross margin increased to 44.0% in 2008 from 42.1% in 2007, due largely to operating leverage arising from lower headcount growth of customer service technicians when compared to revenue growth.

Operating Expenses

Total operating expenses, including SG&A and R&D expenses, were \$600 million in 2009 compared to \$616 million in 2008. A \$25 million decrease in SG&A expenses was driven by the positive impact from foreign currency fluctuations along with lower expenses for travel and other discretionary costs, sales commissions and certain outside services, which more than offset the expense impact of increased expense from the increased number of sales territories. The \$9 million increase in R&D expenses was driven by higher salary, benefits and variable incentive compensation expenses given achievement of performance targets, hiring and turnover activity, as well as increased materials spending for product development, which more than offset a \$6 million increase in capitalization of software development cost.

Total operating expenses were \$616 million in 2008 compared to \$596 million in 2007. The \$38 million increase in SG&A expenses included increased sales territory expense, as well as the negative impact from foreign currency fluctuations. The SG&A expenses for 2007 included \$17 million related to the separation of Teradata from NCR (the "Separation"). R&D expenses were lower by \$18 million in 2008, compared to 2007, primarily as a result of \$11 million more in capitalization of software development cost as well as reduced variable compensation programs. Operating expenses for 2008 included \$19 million of recurring incremental costs associated with Teradata operating as an independent, publicly-traded company.

Effects of Pension and Postemployment Benefit Plans

Teradata's pension and postemployment benefit expense for the years ended December 31, 2009, 2008 and 2007 is shown below. Pension and postemployment benefit expenses incurred prior to the Separation were allocated to Teradata by NCR.

In millions	2009	2008	2007
Pension expense	\$ 9	\$ 8	\$ 9
Postemployment expense	6	11	15
Total expense	<u>\$15</u>	<u>\$19</u>	<u>\$24</u>

The decrease in postemployment expense from 2007 to 2009 was primarily driven by decreases in the Company's involuntary turnover rate assumption. Prior to the Separation, the Company's involuntary turnover rate assumption was combined with NCR. Post-Separation, the involuntary turnover rate assumption more clearly reflects the rate experienced/anticipated as a separate company. For additional information on pension and postemployment benefit obligations, see "Note 7—Employee Benefit Plans" in Notes to Consolidated Financial Statements elsewhere in this Annual Report.

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Other Income (Expense)

Other income and expense was \$4 million of net expense in 2009, down from \$5 million of net income in 2008. The decrease was driven by lower interest income given the lower interest rate environment, as well as a \$5 million charge in 2009 to write-down the value of an equity investment, compared to \$3 million of such charges in 2008.

Income Taxes

The effective income tax rate was 24%, 26% and 38% for the years ended December 31, 2009, 2008 and 2007, respectively. The effective tax rate for the year ended December 31, 2009 included a net tax benefit for a recurring state and local income tax credit that was not recognized in the 2008 income tax rate. The effective tax rate for the year ended December 31, 2008 included a \$3 million charge to reflect a change in estimate identified in conjunction with filing the Company's 2007 U.S. federal tax return. We currently estimate our full-year effective tax rate for 2010 to be approximately 24% to 25.5%. This estimate takes into consideration, among other things, the forecasted earnings mix by jurisdiction for 2010, the uncertainty surrounding the reinstatement in 2010 of the U.S. federal R&D Tax Credit, which expired as of December 31, 2009, and the realization of approximately \$6 million in tax benefit associated with the recognition of certain foreign net operating loss carryforwards arising from the recent completion of a pre-Separation audit in the United Kingdom. For additional information, see "Note 5—Income Taxes" in the Notes to Consolidated Financial Statements elsewhere in the Annual Report.

The provision for income taxes for the years after the Separation is based on the pre-tax earnings mix by jurisdiction of Teradata and its subsidiaries under the Company's current structure. For the period prior to the Separation, while the Company was operated as part of NCR, Teradata's provision for income taxes in certain tax jurisdictions reflected only a portion of the tax benefits related to certain foreign operations' tax net operating losses due to the uncertainty of the ultimate realization of future benefits from those losses under NCR's tax structure. The 2007 tax rate included a discrete \$10 million charge, or 3.1%, related to a tax rate change in Germany, as well as a \$7 million charge, or 2.2%, to correct prior period errors in the calculation of the income tax provision related to intercompany profit eliminations. As the impact of this error was not material to the then current period, or any prior period, it was recorded in the second quarter of 2007. The 2007 tax rate also included a \$6 million tax benefit, or 1.9%, related to the utilization of certain tax attributes associated with foreign sourced income. For additional information on these prior-year tax items, see "Note 5—Income Taxes" in Notes to Consolidated Financial Statements elsewhere in this Annual Report.

Revenue and Gross Margin by Operating Segment

As described in "Note 11—Segment, Other Supplemental Information and Concentrations" in Notes to Consolidated Financial Statements, Teradata manages its business in three geographic regions, which are also the Company's operating segments: (1) the Americas region; (2) the EMEA region; and (3) the APJ region. Teradata believes this format is useful to investors because it allows analysis and comparability of operating trends by operating segment. It also includes the same information that is used by Teradata management to make decisions regarding the segments and to assess our financial performance. The discussion of our segment results describes the changes in results as compared to the prior-year period.

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The following table presents revenue and operating performance by segment for the years ended December 31:

In millions	2009	% of Revenue	2008	% of Revenue	2007	% of Revenue
Revenue						
Americas	\$ 981	57%	\$ 984	56%	\$ 964	57%
EMEA	430	25%	451	26%	424	25%
APJ	298	18%	327	18%	314	18%
Total revenue	<u>1,709</u>	<u>100%</u>	<u>1,762</u>	<u>100%</u>	<u>1,702</u>	<u>100%</u>
Segment gross margin						
Americas	570	58.1%	557	56.6%	554	57.5%
EMEA	230	53.5%	234	51.9%	205	48.3%
APJ	138	46.3%	158	48.3%	157	50.0%
Total segment gross margin	<u>\$ 938</u>	<u>54.9%</u>	<u>\$ 949</u>	<u>53.9%</u>	<u>\$ 916</u>	<u>53.8%</u>

Americas Revenue was roughly unchanged in 2009 from 2008, with a 7% decrease in product revenue offset by a 7% increase in services revenue. Gross margin increased to 58.1% in 2009, from 56.6% in 2008, driven by improvements in the consulting services business and a smaller increase in product gross margin rate due to a positive deal mix as compared to the prior year. These improvements were offset in part by the impact of a lower proportion of product revenue, in relation to services revenue, as compared to the prior year.

Revenue increased 2% in 2008 from 2007, with increases in services revenue offset somewhat by lower product revenue. Gross margin decreased to 56.6% for 2008, from 57.5% in 2007, primarily driven by lower product margins as a result of the deal mix as compared to the prior period.

EMEA Revenue decreased 5% in 2009 from 2008, driven by a 6% decrease in product revenue and a 3% decrease in service revenue. The revenue decline included 7% of adverse impact from foreign currency fluctuations. Gross margin increased to 53.5% in 2009, from 51.9% in 2008, driven by improvements in consulting services.

Revenue increased 6% in 2008 from 2007, driven by a 17% increase in maintenance revenue. The revenue growth included 3% of benefit from foreign currency fluctuations. Gross margin increased to 51.9% for 2008, from 48.3% in 2007, primarily driven by increased product margins. Product margins benefited from an improved deal mix and the benefit of foreign currency translation.

APJ Revenue decreased 9% in 2009 from 2008, driven by a 22% decrease in product revenue. The revenue decline included 1% of benefit from foreign currency fluctuations. Gross margin declined to 46.3% in 2009, from 48.3% in 2008, driven by the impact of the lower product revenue as well as lower maintenance margins, offset in part by an improvement in consulting services margins.

Revenue increased 4% in 2008 from 2007, with double-digit increases in service revenue largely offset by lower product revenue as compared to a very strong performance in 2007. The revenue growth included 6% of benefit from foreign currency fluctuations. Gross margin decreased to 48.3% in 2008, from 50.0% in 2007. Lower gross margins were driven by the higher proportion of services revenue compared to the prior year. This impact was partially offset by improved maintenance services margins.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Teradata ended 2009 with \$661 million in cash and cash equivalents, a \$219 million increase from the December 31, 2008 balance of cash, cash equivalents, and short-term investments, even after using approximately \$174 million for repurchases of Company common stock during the year. Cash provided by operating activities increased by \$15 million to \$455 million in 2009. The increase in cash provided by operating activities was primarily due to an increase in current payables and accrued expenses, as well as a positive change in other assets and liabilities as compared to 2008. These improvements were partially offset by a \$4 million decrease in deferred revenue in 2009 compared to a \$13 million increase in 2008, as well as a smaller reduction in receivables in 2009 as compared to 2008.

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Teradata's management uses a non-GAAP measure called "free cash flow," which we define as net cash provided by operating activities less capital expenditures for property and equipment, and additions to capitalized software, as one measure of assessing the financial performance of the Company. Free cash flow does not have a uniform definition under accounting principles generally accepted in the United States of America ("GAAP"); and therefore, Teradata's definition of this measure may differ from the definition used by other companies. The components that are used to calculate free cash flow are GAAP measures taken directly from the Consolidated Statements of Cash Flows. We believe that free cash flow information is useful for investors because it relates the operating cash flow of the Company to the capital that is spent to continue and improve business operations. In particular, free cash flow indicates the amount of cash available after capital expenditures for, among other things, investments in the Company's existing businesses, strategic acquisitions and repurchase of Teradata common stock. Free cash flow does not represent the residual cash flow available for discretionary expenditures since there may be other non-discretionary expenditures that are not deducted from the measure. This non-GAAP measure should not be considered a substitute for, or superior to, cash flows from operating activities under GAAP.

The table below shows net cash provided by operating activities and capital expenditures for the following periods:

In millions	2009	2008	2007
Net income	<u>\$254</u>	<u>\$250</u>	<u>\$200</u>
Net cash provided by operating activities	\$455	\$440	\$387
Less:			
Expenditures for property and equipment	(29)	(19)	(50)
Additions to capitalized software	<u>(59)</u>	<u>(52)</u>	<u>(45)</u>
Free cash flow	<u>\$367</u>	<u>\$369</u>	<u>\$292</u>
Free cash flow as a percentage of net income	144%	148%	146%

Financing activities and certain other investing activities are not included in our calculation of free cash flow. In 2009, these other investing activities primarily consisted of purchases and sales of short-term investments. In 2008, other investing activities primarily consisted of purchases and sales of short-term investments and an immaterial acquisition consummated during the first quarter of 2008. Teradata's short-term investments consisted of bank time deposits with original maturities between three months and one year.

Teradata's financing activities for the years ended December 31, 2009 and 2008 consisted primarily of cash outflows from our share repurchase activities. The Company purchased 7.0 million shares of its common stock at an average price per share of \$25.11 in 2009, and 8.5 million shares at an average price per share of \$20.67 in 2008. Share repurchases were made under the two share repurchase programs authorized by our Board of Directors in 2008. The first program (the "dilution offset program") authorizes the Company to purchase Teradata common stock to the extent of cash received from the exercise of stock options and the Teradata Employee Stock Purchase Plan ("ESPP") to offset dilution from shares issued pursuant to these plans. The second program (the "general share repurchase program") authorizes the Company to repurchase an additional \$250 million of the Company's outstanding shares of common stock. On May 4, 2009, the Company's Board of Directors authorized an additional \$300 million increase to the Company's existing general share repurchase program. As of December 31, 2009, the Company had \$234 million of authorization remaining on the (\$250 million and \$300 million) general share repurchase programs to repurchase outstanding shares of Teradata common stock. Share repurchases made by the Company are reported on a trade date basis. Our share repurchase activity depends on factors such as our working capital needs, our cash requirements for capital investments, our stock price, and economic and market conditions. Subsequent to the year ended December 31, 2009, from January 1, 2010 through February 26, 2010, the Company repurchased approximately 2.4 million shares for approximately \$70 million under the two existing share repurchase programs. Proceeds from the ESPP and the exercise of stock options were \$25 million in 2009 and \$8 million in 2008. These proceeds are included in Other Financing Activities, Net in the Consolidated Statement of Cash Flows.

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Prior to the second quarter of 2008, stock repurchased through the share repurchase programs was retired. Beginning in the second quarter of 2008, stock repurchased through the share repurchase programs was held as treasury stock.

On October 1, 2007, the Company entered into a five-year, \$300 million unsecured revolving credit facility. This credit facility contains certain representations and warranties; conditions; affirmative, negative and financial covenants; and events of default customary for such facilities. For most borrowings, Teradata would anticipate choosing a floating rate based on the London Interbank Offered Rate (“LIBOR”). If the facility had been fully drawn at December 31, 2009, the spread over the LIBOR would have been 32 basis points (for an interest rate of 0.75%, assuming a 6 month borrowing term) given Teradata’s leverage ratio at that date. As of December 31, 2009, the Company had no borrowings outstanding under this revolving credit facility and was in compliance with all covenants.

Management believes current cash and short-term investment resources, cash flows from operations and its \$300 million credit facility will be sufficient to satisfy future working capital, research and development activities, capital expenditures, pension contributions, and other financing requirements for the foreseeable future. The Company uses a number of financial instruments to hold its cash, cash equivalents and short-term investments, including bank deposits, money market funds and government treasury instruments.

The Company’s ability to generate positive cash flows from operations is dependent on general economic conditions, competitive pressures, and other business and risk factors described elsewhere in this Annual Report. If the Company is unable to generate sufficient cash flows from operations, or otherwise to comply with the terms of its credit facility, the Company may be required to seek additional financing alternatives.

Contractual and Other Commercial Commitments. In the normal course of business, we enter into various contractual obligations that impact, or could impact, our liquidity. The following table and discussion outlines our material obligations at December 31, 2009, with projected cash payments in the periods shown:

In millions	Total	2011-			
	Amounts	2010	2012	2013-2014	2015 and Thereafter
Lease obligations	\$ 43	\$15	\$ 21	\$ 6	\$ 1
Purchase obligations	8	3	5	—	—
Total lease and purchase obligations	<u>\$ 51</u>	<u>\$18</u>	<u>\$ 26</u>	<u>\$ 6</u>	<u>\$ 1</u>

Our lease obligations in the above table include Company-only facilities in various domestic and international locations. Purchase obligations are committed purchase orders and other contractual commitments for goods and services, and include contractual payments in relation to service agreements with various vendors for ongoing service parts logistics, payroll and other services.

We also have product warranties and guarantees to third parties, as well as postemployment and international pension obligations that may affect future cash flow. These items are not included in the table of obligations shown above. Product warranties and third-party guarantees are described in detail in “Note 9—Commitments and Contingencies” in Notes to Consolidated Financial Statements. Postemployment and pension obligations are described in detail in “Note 7—Employee Benefit Plans” in Notes to Consolidated Financial Statements.

Off-Balance Sheet Arrangements. We do not participate in transactions that generate relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities (“SPE”), which would have been established for the purpose of facilitating off-balance sheet arrangements or for other contractually narrow or limited purposes.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our financial statements are prepared in accordance with GAAP. In connection with the preparation of these financial statements, we are required to make assumptions, estimates and judgments that affect the reported amounts

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of assets, liabilities, revenues, expenses and the related disclosure of contingent liabilities. These assumptions, estimates and judgments are based on historical experience and assumptions that are believed to be reasonable at the time. However, because future events and their effects cannot be determined with certainty, the determination of estimates requires the exercise of judgment. Our critical accounting policies are those that require assumptions to be made about matters that are highly uncertain. Different estimates could have a material impact on our financial results. Judgments and uncertainties affecting the application of these policies and estimates may result in materially different amounts being reported under different conditions or circumstances. Our management periodically reviews these estimates and assumptions to ensure that our financial statements are presented fairly and are materially correct.

In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require significant management judgment in its application. There are also areas in which management's judgment in selecting among available alternatives would not produce a materially different result. The significant accounting policies and estimates that we believe are the most critical to aid in fully understanding and evaluating our reported financial results are discussed in the paragraphs below. Teradata's senior management has reviewed these critical accounting policies and related disclosures with the Audit Committee of Teradata's Board of Directors. For additional information regarding our accounting policies and other disclosures required by GAAP, see "Note 1—Description of Business, Separation, Basis of Presentation and Significant Accounting Policies" in Notes to Consolidated Financial Statements.

Revenue Recognition

Teradata's solution offerings typically include hardware, software, software subscriptions, maintenance support services and other consulting, implementation and installation services. Teradata records revenue when it is realized, or realizable, and earned. Teradata considers these requirements met when: (a) persuasive evidence of an arrangement exists; (b) the products or services have been delivered to the customer; (c) the sales price is fixed or determinable and free of contingencies or significant uncertainties; and (d) collectibility is reasonably assured. Our judgment is required in assessing the probability of collection and that fees are fixed or determinable, which is generally based on evaluation of customer-specific information, historical collection experience and economic market conditions. If Teradata cannot conclude that a fee is fixed or determinable at the outset of an arrangement, revenue is deferred until the determination is made that the arrangement fee is fixed or determinable. If market conditions decline, or if the financial condition of our customers deteriorates, we may be unable to determine that collectibility is probable, and we could be required to defer the recognition of revenue until we receive customer payments. Teradata reports revenue net of any taxes assessed by governmental authorities that are imposed on and concurrent with specific revenue-producing transactions. Teradata delivers its solutions primarily through direct sales channels, as well as through alliances with system integrators, other independent software vendors and distributors, and value-added resellers (collectively referred to as "resellers"). In assessing whether the sales price to a reseller is fixed or determinable, the Company considers, among other things, past business practices with the reseller, the reseller's operating history, payment terms, return rights and the financial wherewithal of the reseller. When we determine that the contract fee to a reseller is not fixed or determinable, we account for that transaction upon sell-through to the end customer.

Substantially all of Teradata's solutions contain software that is more than incidental to the hardware and services. The typical solution requires no significant production, modification or customization of the software or hardware, and the software is not essential to the functionality of the hardware. For software and software-related elements, Teradata allocates revenue to each software element based upon its fair value as determined by vendor-specific objective evidence ("VSOE") using the residual method as discussed below. VSOE of fair value is based upon the normal pricing and discounting practices for those products and services when sold separately. For non-software related elements, fair value is based upon Verifiable Objective Evidence ("VOE"). VOE is based on the price when similar products or services are sold separately by Teradata or other companies. These elements often involve delivery or performance at different periods of time. Revenue for software is generally recognized upon delivery with the hardware using the residual method described below. Revenue for software subscriptions, which provide for unspecified upgrades or enhancements on a when-and-if-available basis, is recognized straight-line over

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the term of the subscription arrangement. Revenue for maintenance support services is also recognized on a straight-line basis over the term of the contract. Revenue for other consulting, implementation and installation services is recognized as services are provided. In certain instances, customer acceptance is required prior to the passage of title and risk of loss of the delivered products. In such cases, no revenue is recognized until the customer acceptance is obtained. Delivery and acceptance generally occur in the same reporting period.

For arrangements involving multiple deliverables, where the deliverables include software and non-software products and services, Teradata evaluates each deliverable to determine whether it represents a separate unit of accounting based on the following criteria: (a) whether the delivered item has value to the customer on a stand-alone basis; (b) whether there is objective and reliable evidence of the fair value of the undelivered items; and (c) if the contract includes a general right of return relative to the delivered item, delivery or performance of the undelivered items is considered probable and substantially in the control of Teradata. If objective and reliable evidence of fair value exists for all units of accounting in the arrangement, revenue is allocated to each unit of accounting based on relative fair values. Each unit of accounting is then accounted for under the applicable revenue recognition guidance. In situations where there is objective and reliable evidence of fair value for all undelivered elements, but not for delivered elements, the residual method is used to allocate the arrangement's consideration. Teradata does not typically have VSOE of fair value for its software products. Therefore, in a substantial majority of Teradata arrangements, the residual method is used to allocate arrangement consideration. Under the residual method, the fair value of the undelivered elements is deferred and accounted for under the applicable revenue recognition guidance, and the remaining portion of the arrangement fee is allocated to the delivered elements and is recognized as revenue. If we cannot determine or maintain VSOE for an undelivered element, it could impact the timing of revenues as all or a portion of the revenue from the multiple-element arrangement may need to be deferred.

Revenue recognition for complex contractual arrangements requires a greater degree of judgment, including a review of specific contracts, past experience, creditworthiness of customers, international laws and other factors. We must also apply judgment in determining all elements of the arrangement, and in determining the fair value of each element, considering the price charged for each product, and applicable renewal rates for services. Changes in judgments about these factors could impact the timing and amount of revenue recognized between periods.

Capitalized Software

Under GAAP, costs incurred internally in researching and developing a computer software product should be charged to expense until technological feasibility has been established. Technological feasibility is established when planning, designing and initial coding activities that are necessary to establish the product can be produced to meet its design specifications are complete. In the absence of a detailed program design, a working model is used to establish technological feasibility. Once technological feasibility is established, all development costs are capitalized until the product is available for general release to customers. Judgment is required in determining when technological feasibility of a product is established. The timing of when various research and development projects become technologically feasible or ready for release can cause fluctuation in the amount of research and development costs that are expensed or capitalized in any given period, thus impacting our reported profitability for that period.

Income Taxes

In accounting for income taxes, we recognize deferred tax assets and liabilities based on the differences between the financial statement carrying amounts and the tax basis of assets and liabilities. The deferred tax assets and liabilities are determined based on the enacted tax rates expected to apply in the periods in which the deferred tax assets or liabilities are expected to be settled or realized. Teradata's operating results were included in NCR's income tax returns for the period prior to the Separation. The provision for income tax in Teradata's consolidated financial statements prior to the Separation was determined on a separate-return basis.

The Company's intention is to permanently reinvest its foreign earnings outside of the United States. As a result, the effective tax rates in the periods presented after Separation are largely based upon the forecasted pre-tax earnings mix and allocation of certain expenses in various taxing jurisdictions where the Company conducts its business; these jurisdictions apply a broad range of statutory income tax rates. The Company has not provided federal income taxes on earnings of approximately \$405 million from its foreign subsidiaries.

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We account for uncertainty in income taxes by prescribing thresholds and attributes for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Under GAAP, we may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. We record any interest and/or penalties related to uncertain tax positions in the income tax expense line on our Consolidated Statements of Income. In accordance with a tax sharing agreement between NCR and Teradata, NCR is responsible for all taxes reported on any separate or joint return of NCR, which may also include Teradata for periods prior to the Separation. As of December 31, 2009, the Company has recorded \$6 million of unrecognized tax benefits, which is included in the “Other liabilities” section of the Company’s balance sheet.

We regularly review our deferred tax assets for recoverability and establish a valuation allowance if it is more likely than not that some portion or all of a deferred tax asset will not be realized. We had \$114 million and \$151 million of net deferred tax assets, and no material valuation allowances as of December 31, 2009 and 2008, respectively.

Share-based Compensation

We measure compensation cost for stock awards at fair value and recognize compensation expense over the service period for which awards are expected to vest. We utilize the Black-Scholes option pricing model to estimate the fair value of stock-based compensation at the date of grant, which requires the input of subjective assumptions, including expected volatility and expected term. Further, we estimate forfeitures for options granted which are not expected to vest. The estimation of stock awards that will ultimately vest requires judgment, and to the extent that actual results or updated estimates differ from our current estimates, such amounts will be recorded as a cumulative adjustment in the period in which estimates are revised. We consider many factors when estimating expected forfeitures including types of awards and historical experience. Actual results and future changes in estimates may differ substantially from our current estimates.

In addition, we have performance-based awards that vest only if specific performance conditions are satisfied. The number of shares that will be earned can vary based on actual performance. No shares will vest if the threshold objectives are not met. In the event the objectives are exceeded additional shares will vest up to a maximum payout. The cost of these awards is expensed over the performance period based upon management’s estimate and analysis of the probability of meeting the performance criteria. Because the actual number of shares to be awarded is not known until the end of the performance period, the actual compensation expense related to these awards could differ from our current expectations.

Pension and Postemployment Benefits

We have pension and postemployment benefit costs and credits, which are developed from actuarial valuations. Actuarial assumptions attempt to anticipate future events and are used in calculating the expense and liability relating to these plans. These factors include assumptions we make about interest rates, expected investment return on plan assets, total and involuntary turnover rates, and rates of future compensation increases. In addition, our actuarial consultants also use subjective factors such as withdrawal rates and mortality rates to develop our valuations. We review and update these assumptions on an annual basis at the beginning of each fiscal year. We are required to consider current market conditions, including changes in interest rates, in making these assumptions. The actuarial assumptions that we use may differ materially from actual results due to changing market and economic conditions, higher or lower withdrawal rates, or longer or shorter life spans of participants. These differences may result in a significant impact to the measurement of our pension and postemployment benefit obligations, and to the amount of pension and postemployment benefits expense we have recorded or may record. For example, as of December 31, 2009, a one-half percent increase/decrease in the discount rate would change the projected benefit obligation of our pension plans by \$2 million, and a one percent increase/decrease in our involuntary turnover assumption would change our postemployment benefit obligation by \$19 million.

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Prior to the Separation, we accounted for pension and postemployment benefit costs under the multiemployer plan approach.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

A discussion of recently issued accounting pronouncements is described in “Note 1—Description of Business, Separation, Basis of Presentation and Significant Accounting Policies” in Notes to Consolidated Financial Statements elsewhere in this Annual Report, and we incorporate such discussion by reference.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company employs a foreign currency hedging strategy to limit potential losses in earnings or cash flows from adverse foreign currency exchange rate movements. Foreign currency exposures arise from transactions denominated in a currency other than the Company’s functional currency and from foreign denominated revenue and profit translated into U.S. dollars. The primary currencies to which the Company is exposed include the euro, the British pound, the Japanese yen, the Australian dollar, and other Asian and South American currencies. Exposures are hedged with foreign currency forward contracts with maturity dates of twelve months or less. The potential loss in fair value at December 31, 2009, for such contracts resulting from a hypothetical 10% adverse change in all foreign currency exchange rates is approximately \$4 million. This loss would be mitigated by corresponding gains on the underlying exposures. For additional information regarding the Company’s foreign currency hedging strategy, see “Note 8—Derivative Instruments and Hedging Activities” in Notes to Consolidated Financial Statements elsewhere in this Annual Report.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Management’s Responsibility for Financial Statements

We are responsible for the preparation, integrity and objectivity of our consolidated financial statements and other financial information presented in this Annual Report. The accompanying consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and include certain amounts based on currently available information and our judgment of current conditions and circumstances.

PricewaterhouseCoopers LLP, our independent registered public accounting firm, is engaged to perform audits of our consolidated financial statements and the effectiveness of the internal control over financial reporting. These audits are performed in accordance with the standards of the Public Company Accounting Oversight Board (United States). Our independent registered public accounting firm was given unrestricted access to all financial records and related data, including minutes of all meetings of stockholders, the Board of Directors, and committees of the board.

The Audit Committee of the Board of Directors, consisting entirely of independent directors who are not employees of Teradata, monitors our accounting, reporting, and internal control structure. Our independent registered public accounting firm, internal auditors, and management have complete and free access to the Audit Committee, which periodically meets directly with each group to ensure that their respective duties are being properly discharged.

/s/ Michael F. Koehler	/s/ Stephen M. Scheppmann
Michael F. Koehler	Stephen M. Scheppmann
President and Chief Executive Officer	Executive Vice President and Chief Financial Officer

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Teradata Corporation:

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)1 present fairly, in all material respects, the financial position of Teradata Corporation and its subsidiaries at December 31, 2009 and 2008, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2009 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing in Item 15(a)2 presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our audits (which were integrated audits in 2008 and 2009). We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers LLP
Cincinnati, Ohio
February 26, 2010

TERADATA CORPORATION
Consolidated Statements of Income
In millions, except per share amounts

	For the Year Ended December 31		
	2009	2008	2007
Revenue			
Product revenue	\$ 772	\$ 849	\$ 884
Service revenue	937	913	818
Total revenue	<u>1,709</u>	<u>1,762</u>	<u>1,702</u>
Costs and operating expenses			
Cost of products	269	302	312
Cost of services	502	511	474
Selling, general and administrative expenses	483	508	470
Research and development expenses	117	108	126
Total costs and operating expenses	<u>1,371</u>	<u>1,429</u>	<u>1,382</u>
Income from operations	338	333	320
Other (expense) income, net	(4)	5	2
Income before income taxes	334	338	322
Income tax expense	80	88	122
Net income	<u>\$ 254</u>	<u>\$ 250</u>	<u>\$ 200</u>
Net income per common share			
Basic	\$ 1.48	\$ 1.40	\$ 1.11
Diluted	\$ 1.46	\$ 1.39	\$ 1.10
Weighted average common shares outstanding			
Basic	171.9	178.1	180.8
Diluted	173.9	179.8	181.3

The accompanying notes are an integral part of the consolidated financial statements.

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TERADATA CORPORATION

Consolidated Balance Sheets

In millions, except share amounts

	At December 31	
	2009	2008
Assets		
Current Assets		
Cash and cash equivalents	\$ 661	\$ 402
Short-term investments	—	40
Accounts receivable, net	387	451
Inventories	47	44
Other current assets	57	78
Total current assets	1,152	1,015
Property and equipment, net	95	88
Capitalized software, net	102	80
Goodwill	109	110
Deferred income taxes	84	109
Other assets	27	28
Total assets	\$1,569	\$1,430
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable	\$ 102	\$ 99
Payroll and benefits liabilities	109	83
Deferred revenue	256	255
Other current liabilities	76	103
Total current liabilities	543	540
Pension and other postemployment plan liabilities	83	83
Other liabilities	33	30
Total liabilities	659	653
Commitments and contingencies (Note 9)		
Stockholders' equity		
Preferred stock: par value \$0.01 per share, 100.0 shares authorized, no shares issued and outstanding at December 31, 2009 and 2008, respectively	—	—
Common stock: par value \$0.01 per share, 500.0 shares authorized, 182.6 and 180.5 shares issued at December 31, 2009 and 2008, respectively	2	2
Paid-in capital	622	572
Treasury stock: 13.9 and 6.9 shares at December 31, 2009 and 2008, respectively	(311)	(137)
Retained earnings	583	329
Accumulated other comprehensive income	14	11
Total stockholders' equity	910	777
Total liabilities and stockholders' equity	\$1,569	\$1,430

The accompanying notes are an integral part of the consolidated financial statements

TERADATA CORPORATION
Consolidated Statements of Cash Flows
In millions

	For the Year Ended December 31		
	2009	2008	2007
Operating activities			
Net income	\$ 254	\$ 250	\$ 200
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	63	60	68
Stock-based compensation expense	23	21	17
Excess tax benefit from stock-based compensation	(5)	(1)	(1)
Deferred income taxes	41	38	80
Impairment of equity investment	5	3	—
Changes in assets and liabilities:			
Receivables	60	73	(128)
Inventories	(2)	7	(12)
Current payables and accrued expenses	15	(7)	75
Deferred revenue	(4)	13	52
Other assets and liabilities	5	(17)	36
Net cash provided by operating activities	455	440	387
Investing activities			
Purchases of short-term investments	(25)	(90)	—
Proceeds from sales and maturities of short-term investments	65	50	—
Expenditures for property and equipment	(29)	(19)	(50)
Additions to capitalized software	(59)	(52)	(45)
Other investing activities and business acquisitions, net	(9)	(25)	(9)
Net cash used in investing activities	(57)	(136)	(104)
Financing activities			
Repurchases of Company common stock	(174)	(176)	—
Cash contributions from former parent	—	—	200
Transfer to former parent, net	—	—	(216)
Excess tax benefit from stock-based compensation	5	1	1
Other financing activities, net	25	8	1
Net cash used in financing activities	(144)	(167)	(14)
Effect of exchange rate changes on cash and cash equivalents	5	(5)	1
Increase in cash and cash equivalents	259	132	270
Cash and cash equivalents at beginning of year	402	270	—
Cash and cash equivalents at end of year	\$ 661	\$ 402	\$ 270
Supplemental data			
Cash paid during the year for:			
Income taxes	\$ 44	\$ 33	\$ 1
Interest	\$ —	\$ 1	\$ —

The accompanying notes are an integral part of the consolidated financial statements

TERADATA CORPORATION
Consolidated Statements of Changes in Stockholders' Equity
In millions

	<u>Common Stock</u>		<u>Treasury Stock</u>		<u>Paid-in</u>	<u>Retained</u>	<u>Accumulated Other Comprehensive</u>	<u>Parent Company Investment</u>		<u>Comprehensive</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Capital</u>	<u>Earnings</u>	<u>Income (Loss)</u>		<u>Total</u>	<u>Income for the Year Ended</u>
December 31, 2006	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>\$ 18</u>	<u>\$ 573</u>	<u>\$ 591</u>	
Employee stock compensation allocated from NCR								11	11	
Net income						79		121	200	\$ 200
Net transfers to parent								(259)	(259)	
Contribution of net assets to Teradata Corporation and issuance of shares to parent (Note 1)	181	2			548		(30)	(446)	74	
Employee stock compensation plans					6				6	
Income tax benefit from stock compensation plans					1				1	
Currency translation adjustment							7		7	7
December 31, 2007	<u>181</u>	<u>\$ 2</u>	<u>—</u>	<u>\$ —</u>	<u>\$ 555</u>	<u>\$ 79</u>	<u>\$ (5)</u>	<u>\$ —</u>	<u>\$ 631</u>	<u>\$ 207</u>
Net income						250			250	\$ 250
Adjustments to net assets contributed from NCR (Note 1)					25		2		27	
Employee stock compensation plans	1				21				21	
Proceeds from employee stock purchase program and option exercises	1				8				8	
Repurchase of Company common stock, retired	(2)				(38)				(38)	
Income tax benefit from stock compensation plans					1				1	
Purchases of treasury stock, not retired			(7)	(137)					(137)	
Pension and post-employment benefit plans, net of tax							10		10	10
Currency translation adjustment							4		4	4
December 31, 2008	<u>181</u>	<u>\$ 2</u>	<u>(7)</u>	<u>\$ (137)</u>	<u>\$ 572</u>	<u>\$ 329</u>	<u>\$ 11</u>	<u>\$ —</u>	<u>\$ 777</u>	<u>\$ 264</u>
Net income						254			254	\$ 254
Employee stock compensation plans	2				39				39	
Proceeds from employee stock purchase program and option exercises	—				6				6	
Income tax benefit from stock compensation plans					5				5	
Purchases of treasury stock, not retired			(7)	(174)					(174)	
Pension and post-employment benefit plans, net of tax							(2)		(2)	(2)
Currency translation adjustment							5		5	5
December 31, 2009	<u>183</u>	<u>\$ 2</u>	<u>(14)</u>	<u>\$ (311)</u>	<u>\$ 622</u>	<u>\$ 583</u>	<u>\$ 14</u>	<u>\$ —</u>	<u>\$ 910</u>	<u>\$ 257</u>

The accompanying notes are an integral part of the consolidated financial statements

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**Note 1. Description of Business, Separation, Basis of Presentation and Significant Accounting Policies**

Description of the Business. Teradata Corporation (“Teradata” or “the Company”) provides data warehousing solutions for customers worldwide that combine software (including the Teradata database and tools, data mining and analytical applications), hardware and related consulting and support services.

The Separation. On August 27, 2007, the Board of Directors of NCR Corporation (“NCR”), the Company’s former parent, approved the separation of NCR into two independent, publicly traded companies through the distribution of 100% of its Teradata data warehousing business to shareholders of NCR (the “Separation”).

To effect the Separation, Teradata Corporation, a Delaware corporation, was formed on March 27, 2007, as a wholly-owned subsidiary of NCR. Immediately prior to the Separation, the assets and liabilities of the Teradata data warehousing business of NCR were transferred to Teradata Corporation in return for 180.7 million shares of Teradata Corporation common shares. NCR accomplished the Separation through a distribution of one share of Teradata Corporation common stock for each share of NCR common stock on September 30, 2007, to NCR shareholders of record as of September 14, 2007.

Significant Non-Cash Financing and Investing Activities. In connection with the Separation, the Company executed the following non-cash transactions:

- NCR distributed 180.7 million shares of Teradata common stock to holders of NCR common stock;
- NCR’s historical net investment in Teradata, \$446 million immediately prior to the Separation, was reclassified to additional paid-in capital;
- NCR transferred to the Company certain postemployment liabilities and international pension assets and liabilities totaling \$91 million, of which \$30 million, net of tax, was recorded in accumulated other comprehensive income (loss);
- Reduced deferred tax assets by \$82 million for net operating losses and other tax attributes retained by NCR, and increased net deferred tax assets and liabilities by \$20 million for changes in tax bases of certain assets and liabilities resulting from the Separation, including the assumed pension and postemployment net obligations; and
- Reduced income tax accruals by \$19 million as such liabilities were retained by NCR in accordance with the Tax Sharing Agreement between NCR and the Company.

The assets and liabilities transferred to the Company from NCR at September 30, 2007, also included \$196 million in cash and a \$4 million receivable, which was collected from NCR in October 2007.

In addition to the above transfers, during the year ended December 31, 2008, the Company recorded Separation-related adjustments of \$25 million and \$2 million to additional paid-in capital and other comprehensive income, respectively. These adjustments were primarily made to reflect certain deferred tax assets that were not initially recorded at the Separation. These adjustments had no impact on net income or cash flows for any periods presented.

Basis of Presentation. The financial statements for periods ending on or after the Separation are presented on a consolidated basis and include the accounts of the Company and its wholly-owned subsidiaries in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

The financial statements for the periods presented prior to the Separation include the assets, liabilities, operating results and cash flows of the Teradata data warehousing business of NCR. The assets and liabilities presented have been reflected on a historical basis, as prior to the Separation such assets and liabilities were 100% owned by NCR. Changes in parent company equity represents NCR’s net investment in Teradata, prior to the Separation, after giving effect to the net income of Teradata and net cash transfers to and from NCR.

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Prior to the Separation, the historical financial statements include allocations of certain NCR corporate expenses, including treasury, accounting, tax, legal, internal audit, human resources, severance, pension, public and investor relations, general management, real estate, shared information technology (“IT”) systems, procurement and other statutory functions such as board of directors and other centrally managed employee benefit arrangements that benefit the Teradata business. These costs include the cost of salaries, benefits (including stock-based compensation) and other related costs. The Company was allocated \$96 million in 2007 (prior to the Separation) of general corporate overhead expenses incurred by NCR.

Management believes that the assumptions and methodologies underlying the allocation of general corporate overhead expenses from NCR were reasonable. However, such expenses may not be indicative of the actual level of expense that would have been incurred by the Company if it had operated as an independent, publicly traded company or of the costs expected to be incurred in the future. As such, the financial information for periods prior to the Separation may not necessarily reflect the results of operations and cash flows of the Company in the future or what it would have been had the Company been an independent, publicly traded company during the periods presented. Refer to Note 4 for further information regarding allocated expenses.

Use of Estimates. The preparation of financial statements in conformity with GAAP requires management to make estimates and judgments that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and revenues and expenses during the period reported. On an ongoing basis, management evaluates these estimates and judgments, including those related to allowances for doubtful accounts, the valuation of inventory to net realizable value, share-based compensation and income taxes and any changes will be accounted for on a prospective basis. Actual results could differ from those estimates.

Revenue Recognition. Teradata’s solution offerings typically include software, software subscriptions, hardware, maintenance support services, and other consulting, implementation and installation-related (“consulting”) services. Teradata records revenue when it is realized, or realizable, and earned. Teradata considers these requirements met when: (a) persuasive evidence of an arrangement exists; (b) the products or services have been delivered to the customer; (c) the sales price is fixed or determinable and free of contingencies or significant uncertainties; and (d) collectibility is reasonably assured. Teradata reports revenue net of any taxes assessed by governmental authorities that are imposed on and concurrent with specific revenue-producing transactions. Teradata delivers its solutions primarily through direct sales channels, as well as through alliances with system integrators, other independent software vendors and distributors, and value-added resellers (collectively referred to as “resellers”). In assessing whether the sales price to a reseller is fixed or determinable, the Company considers, among other things, past business practices with the reseller, the reseller’s operating history, payment terms, return rights and the financial wherewithal of the reseller. When Teradata determines that the contract fee to a reseller is not fixed or determinable, that transaction is accounted for upon sell-through to the end customer.

Substantially all of Teradata’s solutions contain software that is more than incidental to the hardware and services. The typical solution requires no significant production, modification or customization of the software or hardware, and the software is not essential to the functionality of the hardware. Therefore, hardware and related services are considered non-software deliverables. For software and software-related deliverables, Teradata allocates revenue to each software deliverable based upon its fair value as determined by vendor-specific objective evidence (“VSOE”) using the residual method as discussed below. VSOE of fair value is based upon the normal pricing and discounting practices for those products and services when sold separately. For non-software related deliverables, fair value is based upon Verifiable Objective Evidence (“VOE”). VOE is based on the price when similar products or services are sold separately by Teradata or other companies. These elements often involve delivery or performance at different periods of time. Revenue for software is generally recognized upon delivery with the hardware using the residual method described below. Revenue for software subscriptions, which provide for unspecified upgrades or enhancements on a when-and-if-available basis, is recognized straight-line over the term of the subscription arrangement. Revenue for maintenance support services is also recognized on a straight-line basis over the term of the contract. Revenue for other consulting, implementation and installation services is recognized as services are provided. In certain instances, customer acceptance is required prior to the passage of title and risk of loss of the delivered products. In such cases, no revenue is recognized until the customer acceptance is obtained. Delivery and acceptance generally occur in the same reporting period.

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For arrangements involving multiple deliverables, where the deliverables include software and non-software products and services, Teradata evaluates each deliverable to determine whether it represents a separate unit of accounting based on the following criteria: (a) whether the delivered item has value to the customer on a stand-alone basis; (b) whether there is objective and reliable evidence of the fair value of the undelivered items; and (c) if the contract includes a general right of return relative to the delivered item, delivery or performance of the undelivered items is considered probable and substantially in the control of Teradata. If objective and reliable evidence of fair value exists for all units of accounting in the arrangement, revenue is allocated to each unit of accounting based on relative fair values. Each unit of accounting is then accounted for under the applicable revenue recognition guidance. In situations where there is objective and reliable evidence of fair value for all undelivered elements, but not for delivered elements, the residual method is used to allocate the arrangement's consideration. Teradata does not typically have VSOE of fair value for software products. Therefore, in a substantial majority of Teradata arrangements, the residual method is used to allocate arrangement consideration. Under the residual method, the fair value of the undelivered elements is deferred and accounted for under the applicable revenue recognition guidance, and the remaining portion of the arrangement fee is allocated to the delivered elements and is recognized as revenue.

Teradata uses the stated renewal rate approach in establishing VSOE of fair value for maintenance and subscriptions. Under this approach, the Company assesses whether the contractually stated renewal rates are substantive and in line with the Company's normal pricing practices. Renewal rates greater than the lower level of our targeted pricing ranges are considered to be substantive and, therefore, meet the requirements to support VSOE.

In instances where there is not a substantive renewal rate in the arrangement, the Company reallocates revenue from the delivered elements to increase the allocation of revenue for undelivered elements to the minimum established pricing targets as supported by the renewal rates for similar customers.

Teradata also offers consulting and installation-related services to its customers, which are considered software-related. These services are rarely considered essential to the functionality of the EDW solution deliverable and there is never any software customization of the proprietary database software. VSOE of fair value for consulting services is based on the average hourly rate for standalone consulting services projects by geographic region and are indicative of our customary pricing practices. Pricing in each market is structured to obtain a reasonable margin based on input costs.

Shipping and Handling. Product shipping and handling costs are included in cost of products in the Consolidated Statements of Income.

Cash and Cash Equivalents. All short-term, highly-liquid investments having original maturities of three months or less are considered to be cash equivalents.

Short Term Investments. Teradata's short-term investments consist of bank time deposits with original maturities between three months and one year.

Allowance for Doubtful Accounts. Teradata establishes provisions for doubtful accounts using both percentages of accounts receivable balances to reflect historical average credit losses and specific provisions for known issues.

Inventories. Inventories are stated at the lower of cost or market, using the average cost method.

Long-Lived Assets

Property and Equipment . Property and equipment, leasehold improvements and rental equipment are stated at cost less accumulated depreciation. Depreciation is computed over the estimated useful lives of the related assets primarily on a straight-line basis. Equipment is depreciated over 3 to 20 years and buildings over 25 to 45 years. Leasehold improvements are depreciated over the life of the lease or the asset, whichever is shorter.

Capitalized Software . Direct development costs associated with internal-use software are capitalized and amortized over the estimated useful lives of the resulting software. The costs are capitalized when both the preliminary project

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stage is completed and it is probable that computer software being developed will be completed and placed in service. Teradata typically amortizes capitalized internal-use software on a straight-line basis over three years beginning when the asset is substantially ready for use.

Costs incurred for the development of software that will be sold, leased or otherwise marketed are capitalized when technological feasibility has been established. Technological feasibility is established when planning, designing and initial coding activities that are necessary to establish the product can be produced to meet its design specifications. In the absence of a program design, a working model is used to establish technological feasibility. These costs are included within capitalized software and are amortized over the estimated useful lives of the resulting software. The Company typically amortizes capitalized software over a period up to three years using the greater of the ratio that current gross revenues for a product bear to the total of current and anticipated future gross revenues for that product or the straight-line method over the remaining estimated economic life of the product beginning when the product is available for general release. Costs capitalized include direct labor and related overhead costs. Costs incurred prior to technological feasibility and after general release are expensed as incurred. The following table identifies the activity relating to capitalized software:

In millions	Internal-use Software			External-use Software		
	2009	2008	2007	2009	2008	2007
Beginning balance at January 1	\$11	\$12	\$ 8	\$ 69	\$ 49	\$ 51
Capitalized	5	4	8	54	48	37
Amortization	(4)	(5)	(4)	(33)	(28)	(39)
Ending balance at December 31	<u>\$12</u>	<u>\$11</u>	<u>\$12</u>	<u>\$ 90</u>	<u>\$ 69</u>	<u>\$ 49</u>

Valuation of Long-Lived Assets. Long-lived assets such as property and equipment and capitalized software are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. An impairment loss would be recognized when estimated future undiscounted cash flows expected to result from the use of the asset and its eventual disposition are less than the carrying amount.

Goodwill . Goodwill represents the excess of the purchase price in a business combination over the fair value of net tangible and intangible assets acquired. Goodwill amounts are not amortized, but rather are tested for impairment annually or if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. The Company did not recognize any goodwill impairment charges in 2009, 2008 or 2007.

Warranty. Provisions for product warranties are recorded in the period in which the related revenue is recognized. The Company accrues warranty reserves using percentages of revenue to reflect the Company's historical average warranty claims.

Research and Development Costs. Research and development costs are expensed as incurred (with the exception of the capitalized software development costs discussed above). Research and development costs primarily include payroll and headcount-related costs, contractor fees, facilities costs, infrastructure costs, and administrative expenses directly related to research and development support.

Pension, Postretirement and Postemployment Benefits. Prior to the Separation, Teradata employees were eligible to participate in pension, postretirement and postemployment benefit plans sponsored by NCR in many of the countries where the Company does business. Prior to the Separation, the Company accounted for its pension and postemployment benefit costs under the multiemployer plan approach, and recognized the pension and postemployment costs allocated to it by NCR. The pension and postemployment benefits costs were allocated to Teradata based on the projected benefit obligation associated with Teradata-specific employees and other NCR employees who provided support services to Teradata. In conjunction with the Separation, certain of NCR's pension and postemployment benefit obligations and plan assets relating to the Teradata business were assumed by/transferred to the Company.

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The Company accounts for its pension and postemployment benefit obligations using actuarial models. The measurement of plan obligations was made as of December 31, 2009. Liabilities are computed using the projected unit credit method. The objective under this method is to expense each participant's benefits under the plan as they accrue, taking into consideration salary increases and the plan's benefit allocation formula. Thus, the total pension or postemployment benefit to which each participant is expected to become entitled is broken down into units, each associated with a year of past or future credited service.

The Company recognizes the funded status of its pension and postemployment plan obligations in its consolidated balance sheet and records in other comprehensive income certain gains and losses that arise during the period, but are deferred under pension accounting rules.

Foreign Currency. Assets and liabilities of non-U.S. subsidiaries that operate in a local currency environment are translated into U.S. dollars at period-end exchange rates. Income and expense accounts are translated at average exchange rates prevailing during the period. Adjustments arising from the translation are included in accumulated other comprehensive income (loss), a separate component of stockholders' equity. Gains and losses resulting from foreign currency transactions are included in determining net income.

Income Taxes. For the period prior to the Separation, Teradata's operating results were included in NCR's consolidated U.S. and state income tax returns and in tax returns of certain NCR foreign subsidiaries. The provision for income taxes in these financial statements was determined on a separate-return basis. Deferred tax assets and liabilities were recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts.

For the periods after the Separation, income tax expense is provided based on income before income taxes in the various jurisdictions in which the Company conducts its business. Deferred income taxes reflect the impact of temporary differences between assets and liabilities recognized for financial reporting purposes and such amounts recognized for tax purposes. These deferred taxes are determined based on the enacted tax rates expected to apply in the periods in which the deferred assets or liabilities are expected to be settled or realized. We recognize tax benefits from uncertain tax positions only if it is more likely than not the tax position will be sustained on examination by taxing authorities, based on the technical merits of the position. The Company records valuation allowances related to its deferred income tax assets when it is more likely than not that some portion or all of the deferred income tax assets will not be realized.

Share-based Compensation. For the period prior to the Separation, share-based compensation represented the costs related to NCR share-based awards granted to employees of Teradata.

Share-based payments to employees, including grants of stock options, are recognized in the financial statements based on their fair value. The fair value of each stock option award on the grant date is estimated using the Black-Scholes option-pricing model with the following assumptions: expected dividend yield, expected stock price volatility, weighted-average risk-free interest rate and weighted average expected term of the options. In connection with the Separation, NCR share-based awards held by Teradata employees were converted to equivalent share-based awards of Teradata Corporation based on the ratio of the Company's fair market value to NCR and Teradata's combined fair market value at the time of the Separation. The conversion was accounted for as a modification under the provisions of the share-based payment guidance, and resulted in no increase in the fair value of the awards. For the periods following the Separation, share-based compensation represents the costs related to Teradata share-based awards.

The Company's expected volatility assumption used in the Black-Scholes option-pricing model is based on peer group volatility. The expected term assumption is based on the simplified method under GAAP, which is based on the vesting period and contractual term for each vesting tranche of awards. The mid-point between the vesting date and the expiration date is used as the expected term under this method. The risk-free interest rate used in the Black-Scholes model is based on the implied yield curve available on U.S. Treasury zero-coupon issues at the date of grant with a remaining term equal to the Company's expected term assumption. The Company has never declared or paid a cash dividend.

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Treasury Stock. Prior to the second quarter of 2008, stock repurchased through the share repurchase programs was retired. Beginning in the second quarter of 2008, stock repurchased through the share repurchase programs was held as treasury stock. Treasury stock is accounted for using the cost method.

Earnings Per Share. Basic earnings per share is calculated by dividing net income by the weighted-average number of shares outstanding during the reported period. The calculation of diluted earnings per share is similar to basic earnings per share, except that the weighted-average number of shares outstanding includes the dilution from potential shares added from stock options, restricted stock awards and other stock awards. For periods prior to the Separation, basic and diluted earnings per share were the same, as no potentially dilutive securities (stock options, restricted shares, etc.) of the Company were outstanding. Refer to Note 6 for share information on the Company's stock compensation plans.

The components of basic and diluted earnings per share are as follows:

In millions, except earnings per share	For the year ended December 31		
	2009	2008	2007
Net income available for common stockholders	\$ 254	\$ 250	\$ 200
Weighted average outstanding shares of common stock	171.9	178.1	180.8
Dilutive effect of employee stock options and restricted stock	2.0	1.7	0.5
Common stock and common stock equivalents	173.9	179.8	181.3
Earnings per share:			
Basic	\$ 1.48	\$ 1.40	\$ 1.11
Diluted	\$ 1.46	\$ 1.39	\$ 1.10

Options to purchase 1.8 million shares for 2009, 1.7 million shares of common stock for 2008 and 0.2 million shares of common stock for 2007 were not included in the computation of diluted earnings per share because their exercise prices were greater than the average market price of the common shares and, therefore, the effect would have been anti-dilutive.

Recently Issued Accounting Pronouncements

Accounting Standards Codification. The Accounting Standards Codification ("ASC") has become the source of authoritative accounting principles recognized by the Financial Accounting Standards Board ("FASB") to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. The ASC is effective for financial statements issued for interim and annual periods ending after September 15, 2009. The ASC has superseded all accounting standards not issued by the SEC. The ASC only changes the referencing of financial accounting standards and does not change or alter existing GAAP.

Revenue Recognition. In October 2009, the FASB issued an update regarding revenue arrangements with multiple deliverables. This update provides principles for allocation of consideration among its multiple-elements, allowing more alternatives in identifying and accounting for separate deliverables under an arrangement. The guidance will eliminate the residual method of allocation and introduces the relative selling price method for valuing the elements of a bundled arrangement if VSOE or third-party evidence of selling price is not available, and significantly expands related disclosure requirements. This guidance is effective on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Alternatively, adoption may be on a retrospective basis, and early application is permitted. The Company is currently evaluating the impact of adopting this standard.

Software Revenue Recognition. In October 2009, the FASB issued an update dealing with revenue arrangements that include software elements. The amendments change the accounting model for revenue arrangements that include both tangible products and software elements. Tangible products containing software components and nonsoftware components that function together to deliver the tangible product's essential functionality are no longer within the scope of software revenue guidance. In addition, the amendments in this update provide additional

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guidance on how to determine which software, if any, relating to the tangible product also would be excluded from the scope of existing software revenue guidance. The amendments in this update will be effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, and early application is permitted. The Company is currently evaluating the impact of adopting this standard.

Subsequent Events. In May 2009, the FASB issued an update related to subsequent events. This new guidance modifies the definition of what qualifies as a subsequent event—those events or transactions that occur following the balance sheet date, but before the financial statements are issued, or are available to be issued—and requires companies to disclose the date through which it has evaluated subsequent events and the basis for determining that date. The Company adopted the new guidance for the quarter ended June 30, 2009. The adoption of this new standard did not have a material impact on the Company's Financial Statements.

Transfers of Financial Assets. In June 2009, the FASB issued an update related to accounting for transfers of financial assets. This update will require entities to provide more information about sales of securitized financial assets and similar transactions, particularly if the seller retains some risk with respect to the assets. The new guidance is effective for fiscal years beginning after November 15, 2009. As the Company is not engaged in the sale of securitized financial assets, the adoption of this standard is not expected to have a material effect on the Company's Financial Statements.

Variable Interest Entities. In June 2009, the FASB issued an update dealing with variable interest entities. This new guidance seeks to improve financial reporting by companies involved with variable interest entities and to provide more relevant and reliable information to users of financial statements. This update is effective for fiscal years beginning after November 15, 2009. As the Company is not involved in any variable interest entities, the adoption of this new standard is not expected to have a material impact on the Company's Financial Statements.

Benefit Plan Assets. In December 2008, the FASB issued a new pronouncement on employers' disclosures about postretirement benefit plan assets. This new pronouncement provides guidance on an employer's disclosures about plan assets of a defined benefit pension or other postretirement plan and is effective for fiscal years ending after December 15, 2009. The adoption of this standard did not have a material impact on the Company's Financial Statements.

Impairments of Investments in Debt Securities. In April 2009, the FASB issued an update related to the recognition and presentation of other-than-temporary impairments. This update provides guidance on the recognition of other-than-temporary impairments of investments in debt securities and provides new presentation and disclosure requirements for other-than-temporary impairments of investments in debt and equity securities. This guidance is effective for all interim and annual periods ending after June 15, 2009. The adoption of this standard did not have a material impact on the Company's Financial Statements.

Fair Value. In April 2009, the FASB issued an update dealing with determining fair value when the volume and level of activity for the asset or liability have significantly decreased and for identifying transactions that are not orderly. This update, which is effective for interim and annual reporting periods ending after June 15, 2009, provides additional guidance for determining fair value and requires new disclosures regarding the categories of fair value instruments, as well as the inputs and valuation techniques utilized to determine fair value and any changes to the inputs and valuation techniques during the period. The adoption of this standard did not have a material effect on the Company's Financial Statements.

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Note 2. Supplemental Financial Information

In millions	At December 31	
	2009	2008
Accounts receivable		
Trade	\$ 392	\$ 449
Other	4	13
Accounts receivable, gross	396	462
Less: allowance for doubtful accounts	(9)	(11)
Total accounts receivable, net	<u>\$ 387</u>	<u>\$ 451</u>
Inventories		
Finished goods	\$ 27	\$ 22
Service parts	20	22
Total inventories	<u>\$ 47</u>	<u>\$ 44</u>
Other current assets		
Current deferred tax assets	\$ 30	\$ 42
Other	27	36
Total other current assets	<u>\$ 57</u>	<u>\$ 78</u>
Property and equipment		
Land and improvements	\$ 8	\$ 8
Buildings and improvements	64	62
Machinery and other equipment	192	179
Property and equipment, gross	264	249
Less: accumulated depreciation	(169)	(161)
Total property and equipment, net	<u>\$ 95</u>	<u>\$ 88</u>
Other current liabilities		
Income tax payable	\$ 9	\$ 23
Sales and value-added taxes	17	27
Other	50	53
Total other current liabilities	<u>\$ 76</u>	<u>\$ 103</u>
Accumulated other comprehensive income, net of tax		
Currency translation adjustments	\$ 34	\$ 29
Actuarial losses and prior service costs on employee benefit plans	(20)	(18)
Total accumulated other comprehensive income	<u>\$ 14</u>	<u>\$ 11</u>

Note 3. Goodwill

The following table identifies the activity relating to goodwill by operating segment:

In millions	Balance December 31,	Additions	Currency Translation Adjustments	Balance December 31,
	2008			2009
Goodwill				
Americas	\$ 71	\$ —	\$ —	\$ 71
EMEA	10	—	—	10
APJ	29	—	(1)	28
Total goodwill	<u>\$ 110</u>	<u>\$ —</u>	<u>\$ (1)</u>	<u>\$ 109</u>

In the fourth quarter of 2009, the Company performed its annual test of goodwill impairment. No goodwill impairment losses were realized.

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Note 4. Transactions with NCR

Teradata's costs and expenses for periods prior to the Separation include allocations from NCR for, among other things, centralized treasury, tax, accounting, legal, internal audit, human resources, severance, pension, public and investor relations, general management, real estate, shared information technology ("IT") systems, procurement and other statutory functions such as board of directors and centrally managed benefit arrangements. These allocations were determined on a basis that NCR and Teradata considered to be a reasonable reflection of the utilization of services provided to or the benefits received by Teradata. The allocations are based on methods that include such drivers as revenue, headcount, square footage, transaction processing costs and others considered as a reasonable method in relation to the costs being allocated. Allocated costs included in the statements of income were as follows (allocated costs in 2007 include only the nine months ended September 30, 2007):

In millions	2007
Cost of products and services	\$27
Selling, general and administrative expenses	63
Research and development expenses	6
Total allocated operating expenses	<u>\$96</u>

In connection with the Separation, NCR and the Company entered into an Interim Services and Systems Replication Agreement, which provides for the provision of certain transitional services by the Company and its subsidiaries to NCR and its subsidiaries, and vice versa. The services include the provision of administrative and other services identified by the parties. The Interim Services and Systems Replication Agreement term ended in 2009. The pricing was based on actual costs incurred by the party rendering the services plus a fixed percentage.

NCR and the Company also entered into certain other agreements, including the Separation and Distribution Agreement, the Tax Sharing Agreement, the Employee Benefits Agreement and several commercial agreements. The commercial agreements include a network support agreement, service and distributor arrangements, intellectual property agreements, a service parts distribution agreement and various real estate arrangements.

Note 5. Income Taxes

For the years ended December 31, income before income taxes consisted of the following:

In millions	2009	2008	2007
Income before income taxes			
United States	\$179	\$190	\$198
Foreign	155	148	124
Total income before income taxes	<u>\$334</u>	<u>\$338</u>	<u>\$322</u>

For the years ended December 31, income tax expense consisted of the following:

In millions	2009	2008	2007
Income tax expense			
Current			
Federal	\$24	\$ 8	\$ 30
State and local	4	5	5
Foreign	11	37	7
Deferred			
Federal	30	60	40
State and local	4	5	6
Foreign	7	(27)	34
Total income tax expense	<u>\$80</u>	<u>\$ 88</u>	<u>\$122</u>

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The following table presents the principal components of the difference between the effective tax rate and the U.S. federal statutory income tax rate for the years ended December 31:

In millions	2009	2008	2007
Income tax expense at the U.S. federal tax rate of 35%	35.0%	35.0%	35.0%
Foreign income tax differential	(11.0)%	(12.5)%	(6.8)%
State and local income taxes	1.0%	2.0%	2.8%
U.S. permanent book/tax differences	(0.5)%	0.5%	1.6%
Rate change	0.0%	0.0%	3.1%
Other, net	(0.5)%	1.0%	2.2%
Total income tax expense	<u>24.0%</u>	<u>26.0%</u>	<u>37.9%</u>

The tax rate for the year ended December 31, 2009 included a net tax benefit of a recurring state and local income tax credit that was not recognized in the 2008 income tax rate. The tax rate for the year ended December 31, 2008 included a \$3 million charge to reflect a change in estimate identified in conjunction with filing the Company's 2007 U.S. federal tax return. The provision for income taxes for the periods after the Separation is based on the pre-tax earnings mix by jurisdiction of Teradata and its subsidiaries under the Company's current structure.

For the period prior to the Separation, while the Company was operated as part of NCR, Teradata's provision for income taxes in certain tax jurisdictions reflected only a portion of the tax benefits related to certain foreign operations' tax net operating losses due to the uncertainty of the ultimate realization of future benefits from those losses under NCR's tax structure. The tax rate for the year ended December 31, 2007 included a \$10 million charge relating to a tax rate change in Germany. In addition to the discrete item described above, the effective tax rate for the year ended December 31, 2007 included a \$7 million net adjustment to increase tax expense to correct prior period errors in the calculation of the income tax provision related to intercompany profit elimination. As the impact of this error was not material to any prior periods or to the full-year 2007 financial statements, it was recorded in the second quarter of 2007.

Deferred income tax assets and liabilities included in the balance sheets at December 31 were as follows:

In millions	2009	2008
Deferred income tax assets		
Employee pensions and other liabilities	\$ 40	\$ 35
Other balance sheet reserves and allowances	22	14
Deferred revenue	5	20
Tax loss and credit carryforwards	19	6
Capitalized research and development	66	94
Goodwill	3	9
Property and equipment	—	3
Total deferred income tax assets	<u>155</u>	<u>181</u>
Deferred income tax liabilities		
Capitalized software	35	27
Other	6	3
Total deferred income tax liabilities	<u>41</u>	<u>30</u>
Total net deferred income tax assets	<u>\$114</u>	<u>\$151</u>

As of December 31, 2009, Teradata had net operating loss carryforwards in the United States and certain foreign jurisdictions of approximately \$8 million (tax effected), which begin to expire in 2012. In addition, Teradata has U.S. foreign tax credit carryforwards of \$5 million, which will begin expiring in 2017, and California Research and Development Tax Credit carryforwards of \$6 million, with an indefinite carryover period.

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The Company's intention is to permanently reinvest its foreign earnings outside of the United States. As a result, the effective tax rates in the periods presented are largely based upon the forecasted pre-tax earnings mix and allocation of certain expenses in various taxing jurisdictions where the Company conducts its business; these jurisdictions apply a broad range of statutory income tax rates. At December 31, 2009 the Company had not provided federal income taxes on earnings of approximately \$405 million from its foreign subsidiaries. Should these earnings be distributed in the form of dividends or otherwise, the Company would be subject to both U.S. income taxes and potential withholding taxes in various international jurisdictions. The U.S. taxes would potentially be partially offset by U.S. foreign tax credits. Determination of the amount of unrecognized deferred U.S. tax liability is not practical because of the complexities associated with this hypothetical calculation.

The Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The Company reflects any interest and penalties recorded in connection with its uncertain tax positions as a component of income tax expense. In accordance with the Tax Sharing Agreement between NCR and Teradata, NCR is responsible for all taxes reported on any separate or joint return of NCR which may also include Teradata for periods prior to the Separation. Accordingly, no liability for uncertain tax positions is reflected in the financial statements of the Company for periods prior to the Separation.

At the end of 2009, the Company's tax liability related to uncertain tax positions totaled approximately \$6 million and is reflected in the "Other liabilities" section of the Company's balance sheet as a non-current liability. The entire balance would cause a decrease in the effective income tax rate upon recognition. Teradata currently anticipates that the total amount of unrecognized tax benefits will increase within the next twelve months for various tax positions the Company intends to take related to its 2010 taxable period. Teradata has recorded less than \$1 million of interest accruals related to its uncertain tax liabilities as of December 31, 2009.

Below is a rollforward of the Company's liability related to uncertain tax positions at December 31:

In millions	2009	2008
Balance at January 1, 2009	\$ 1	\$—
Gross increases for prior period tax positions	2	1
Gross increases for current period tax positions	3	—
Balance at December 31, 2009	<u>6</u>	<u>1</u>

On February 25, 2010, Teradata received formal notification from Inland Revenue in the United Kingdom ("U.K.") of its acceptance of an allocation of Net Operating Loss carryforwards ("NOLs") from NCR to Teradata in connection with the settlement of a tax audit between NCR and Inland Revenue for the pre-Separation period. As a result of this settlement, Teradata received approximately \$6 million (tax effected) of NOLs in the U.K, which have no expiration date. The tax benefit of these NOLs has not previously been recognized in the Company's financial statements as they did not meet the criteria for recognition as an uncertain tax position until such time the audit was settled. Accordingly, the Company will record the tax benefit as a discrete item in its interim financial statements for the three months ending March 31, 2010. The tax benefit was considered in the Company's estimated range of its full-year effective tax rate for 2010.

The Company and its subsidiaries file income tax returns in the U.S. federal and various state jurisdictions, as well as numerous foreign jurisdictions. As of December 31, 2009, the Company has not been subject to any U.S. federal, state or local income tax examinations by taxing authorities for tax years subsequent to the Separation, and has not received notices of any planned or proposed income tax audits. The Company has been or is in the process of being examined in a limited number of foreign jurisdictions; material adjustments were neither made nor are anticipated in any of these examinations.

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Note 6 Employee Share-based Compensation Plans

The Company recorded stock-based compensation expense for the years ended December 31 as follows:

In millions	2009	2008	2007
Stock options	\$11	\$ 8	\$ 6
Restricted stock	12	13	11
Total stock-based compensation (pre-tax)	23	21	17
Tax benefit	(9)	(7)	(6)
Total stock-based compensation, net of tax	<u>\$14</u>	<u>\$14</u>	<u>\$11</u>

For the periods prior to the Separation, share-based compensation represents the costs related to NCR share-based awards granted to employees of Teradata. In connection with the Separation on September 30, 2007, NCR share-based awards held by approximately 400 Teradata employees were converted to equivalent share-based awards of Teradata Corporation based on the ratio of the Company's fair market value to NCR and Teradata's combined fair market value at the time of the Separation. The conversion was accounted for as a modification under GAAP, and resulted in no increase in the fair value of the awards. As of December 31, 2009, the Company's primary types of share-based compensation were stock options, restricted stock and restricted stock units.

Stock Options

Prior to the Separation, all stock options granted to NCR employees engaged in Teradata's business were granted under the NCR Stock Incentive Plan ("NCR SIP"). The NCR SIP provided for the grant of several different forms of stock-based compensation, including stock options to purchase shares of NCR common stock. The Compensation and Human Resource Committee of NCR's Board of Directors had discretion to determine the material terms and conditions of option awards under the NCR SIP, provided that (i) the exercise price must be no less than the fair market value of NCR common stock (as defined in the NCR SIP or otherwise determined by the NCR Compensation and Human Resource Committee) on the date of grant, (ii) the term must be no longer than ten years, and (iii) in no event shall the normal vesting schedule provide for vesting in less than one year.

The Teradata Corporation 2007 Stock Incentive Plan (the "Teradata SIP") was adopted by Teradata's Board of Directors on September 6, 2007, after having been approved by NCR International, Inc., as sole stockholder of Teradata, on August 14, 2007. The Teradata SIP, as amended, was adopted by stockholders at the Company's 2009 Annual Meeting of Stockholders, on April 28, 2009. Stock options granted under the Teradata SIP also have terms of no longer than 10 years, and exercise prices not less than the fair market value of Teradata common stock on the date of grant. Grants generally have a four-year vesting period. A total of 20 million shares were authorized to be issued under the Teradata SIP. New shares of the Company's common stock are issued as a result of the vesting of restricted stock and restricted stock units as well as stock option exercises.

For the years ended December 31, 2009, 2008 and 2007, the weighted-average fair value of options granted for Teradata awards was \$10.22, \$5.08 and \$12.99, respectively. For the year ended December 31, 2007, the weighted-average fair value of NCR options granted was \$17.03. The fair value of each option award on the grant date was estimated using the Black-Scholes option-pricing model with the following assumptions:

	Teradata			NCR
	2009	2008	2007	2007
Dividend yield	—	—	—	—
Risk-free interest rate	2.36%	1.90%	4.30%	4.52%
Expected volatility	31.2%	33.3%	39.7%	32.5%
Expected term (years)	6.3	6.3	6.3	5.0

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Prior to the Separation, expected volatility incorporated a blend of both historical volatility of NCR's stock over a period equal to the expected term of the options and implied volatility from traded options on NCR's stock, as NCR management believed this was more representative of prospective trends. NCR used historical data to estimate option exercise and employee termination within the valuation model. Subsequent to the Separation, the expected volatility assumption was based on peer group volatility, and the expected term assumption is determined using the simplified method under GAAP, which is based on the vesting period and contractual term for each vesting tranche of awards. The mid-point between the vesting date and the expiration date is used as the expected term under this method. The risk-free interest rate for periods within the contractual life of the option is based on the five-year U.S. Treasury yield curve in effect at the time of grant.

The following table summarizes the Company's stock option activity for the year ended December 31, 2009:

	Shares Under Option	Weighted- Average Exercise Price per Share	Weighted- Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
Shares in thousands				
Outstanding at January 1, 2009	9,591	\$ 15.46	7.1	\$ 18
Granted	1,402	\$ 28.68		
Exercised	(1,534)	\$ 12.16		
Canceled	(59)	\$ 14.07		
Forfeited	(61)	\$ 17.11		
Outstanding at December 31, 2009	9,339	\$ 17.98	7.3	\$ 126
Fully vested and expected to vest at December 31, 2009	9,271	\$ 17.97	7.3	\$ 125
Exercisable at December 31, 2009	4,355	\$ 15.93	5.4	\$ 68

The total intrinsic value of options exercised was \$22 million in 2009, \$4 million in 2008 and \$9 million in 2007. Cash received by the Company from option exercises under all share-based payment arrangements was \$19 million in 2009, \$4 million in 2008 and \$1 million in 2007 (following the Separation). The tax benefit realized from these exercises was \$6 million in 2009, \$1 million in 2008 and \$1 million in 2007. As of December 31, 2009, there was \$32 million of total unrecognized compensation cost related to unvested stock option grants. That cost is expected to be recognized over a weighted-average period of 1.8 years.

Restricted Stock and Restricted Stock Units

Prior to the Separation, all restricted stock and restricted stock unit awards granted to NCR employees engaged in Teradata's business were granted under the NCR SIP. The NCR SIP provided for the issuance of restricted stock, as well as restricted stock units. For performance-based awards, performance goals were established by NCR's Compensation and Human Resource Committee for each respective performance period. Any grant of restricted stock or restricted stock units was subject to a vesting period of at least three years, except that a one-year term of service may be required if vesting is conditioned upon achievement of performance goals.

The Teradata SIP provides for the issuance of restricted stock, as well as restricted stock units. Grants under the Teradata SIP consist of both service-based and performance-based awards. Service-based awards typically vest over a three- to four-year period beginning on the effective date of grant. These grants are not subject to future performance measures. The cost of these awards, determined to be the fair market value at the date of grant, is expensed ratably over the vesting period. For substantially all restricted stock grants, at the date of grant, the recipient has all rights of a stockholder, subject to certain restrictions on transferability and a risk of forfeiture. A recipient of restricted stock units does not have the rights of a stockholder and is subject to restrictions on transferability and risk of forfeiture. For both restricted stock grants and restricted stock units, any potential dividend rights would be subject to the same vesting requirements as the underlying equity award. As a result, such rights are considered a contingent transfer of value and consequently these equity awards are not considered participating securities. Performance-based grants are subject to future performance measurements over a one- to three-year period. All performance-based shares will become vested at the end of the performance and/or service period.

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provided the employee is continuously employed by the Company and applicable performance measures are met. The fair value of each performance-based award is determined on the grant date, based on the Company's stock price, and assumes that performance targets will be achieved. Over the performance period, the number of shares of stock that will be issued is adjusted upward or downward based upon management's assessment of the probability of achievement of performance targets. The ultimate number of shares issued and the related compensation cost recognized as expense will be based on a comparison of the final achievement of performance metrics to the specified targets.

The following table reports restricted stock and restricted stock unit activity during the year ended December 31, 2009:

Shares in thousands	Number of Shares	Weighted- Average Grant Date Fair Value per Share
Unvested shares at January 1, 2009	1,153	\$ 24.11
Granted	346	\$ 27.24
Vested and distributed	(133)	\$ 22.57
Forfeited/canceled	(36)	\$ 21.95
Unvested shares at December 31, 2009	<u>1,330</u>	<u>\$ 25.24</u>

The total intrinsic value of shares vested and distributed was \$3 million in 2009, \$12 million in 2008 and \$7 million in 2007. As of December 31, 2009, there was \$14 million of unrecognized compensation cost related to unvested restricted stock grants. The unrecognized compensation cost is expected to be recognized over a remaining weighted-average period of 1.4 years.

The following table represents the composition of Teradata restricted stock grants in 2009:

Shares in thousands	Number of Shares	Weighted- Average Grant Date Fair Value
Service-based shares	346	\$ 27.24
Performance-based shares	—	\$ —
Total stock grants	<u>346</u>	<u>\$ 27.24</u>

Other Share-based Plans

The Company's employee stock purchase program ("ESPP") became effective on October 1, 2007. The plan provides eligible employees of Teradata and its designated subsidiaries an opportunity to purchase the Company's common stock at a discount to the average of the highest and lowest sale prices on the last trading day of each month. The ESPP discount is 5% of the average market price. As a result, this plan is considered non-compensatory under GAAP. Employees may authorize payroll deductions of up to 10% of eligible compensation for common stock purchases. A total of 4 million shares were authorized to be issued under the ESPP, with approximately 3.4 million shares remaining under that authorization at December 31, 2009. The shares of Teradata Common Stock purchased by a participant on an exercise date (the last day of each month) shall, for all purposes, be deemed to have been issued and sold at the close of business on such exercise date. Prior to that time, none of the rights or privileges of a stockholder shall exist with respect to such shares. Employees purchased approximately 0.3 million shares in 2009 and 0.3 million shares in 2008, for approximately \$6 million and \$5 million, respectively. No purchases were made under the ESPP in 2007, as the first enrollment period began after December 31, 2007.

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Note 7. Employee Benefit Plans

Pension and Postemployment Plans. Prior to the Separation, NCR employees engaged in Teradata's business were eligible to participate in pension, postretirement and postemployment benefit plans sponsored by NCR in many of the countries where Teradata does business. As Teradata participated in NCR's plans, it accounted for its pension and postemployment benefit costs under the multiemployer plan approach, and has recognized the pension and postemployment costs allocated to it by NCR as expense, with a corresponding contribution in parent company investment. Pension and postemployment benefit costs were allocated to Teradata based on the projected benefit obligation associated with Teradata-specific employees and other NCR employees who provided support services to Teradata.

In conjunction with the Separation, certain of NCR's pension and postemployment benefit obligations and plan assets relating to the Teradata business were assumed by/transferred to the Company. The only defined benefit pension obligations transferred to Teradata relate to certain of its international employees. For those international pension plans for which the Company holds asset balances, those assets are primarily invested in common/collective trust funds (which include publicly traded common stocks, corporate and government debt securities, real estate indirect investments, cash or cash equivalents) and insurance contracts.

Postemployment obligations relate to benefits provided to involuntarily terminated employees and certain inactive employees after employment but before retirement. These benefits are paid in accordance with various foreign statutory laws and regulations, and Teradata's established postemployment benefit practices and policies. Postemployment benefits may include disability benefits, supplemental unemployment benefits, severance, workers' compensation benefits, continuation of health care benefits and life insurance coverage, and are funded on a pay-as-you-go basis. There were no postretirement benefit obligations assumed by the Company.

Pension and postemployment benefit costs for the years ended December 31 were as follows:

In millions	2009		2008		2007	
	Pension	Postemployment	Pension	Postemployment	Pension	Postemployment
Service cost	\$ 7	\$ 4	\$ 7	\$ 5	\$ 2	\$ 1
Interest cost	3	2	4	3	1	1
Expected return on plan assets	(2)	—	(3)	—	(1)	—
Settlement charge	1	—	1	—	—	—
Employee contributions	(1)	—	(1)	—	—	—
Amortization of actuarial loss	1	—	—	3	1	1
Pre-Separation allocation from NCR	—	—	—	—	6	12
Total costs	<u>\$ 9</u>	<u>\$ 6</u>	<u>\$ 8</u>	<u>\$ 11</u>	<u>\$ 9</u>	<u>\$ 15</u>

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The underfunded amount of pension and postemployment obligations is recorded as a liability in the Company's consolidated balance sheet. The following tables present the changes in benefit obligations, plan assets, funded status and the reconciliation of the funded status to amounts recognized in the consolidated balance sheets and in accumulated other comprehensive income at December 31:

In millions	Pension		Postemployment	
	2009	2008	2009	2008
Change in benefit obligation				
Benefit obligation at January 1	\$ 89	\$ 97	\$ 36	\$ 53
Service cost	6	5	4	5
Interest cost	3	4	2	3
Plan participant contributions	1	1	—	—
Amendments	—	(3)	—	1
Actuarial (gain) loss	(2)	(5)	2	(23)
Other	—	(8)	—	—
Benefits paid	(6)	(5)	(6)	(4)
Currency translation adjustments	5	3	—	1
Benefit obligation at December 31	<u>96</u>	<u>89</u>	<u>38</u>	<u>36</u>
Change in plan assets				
Fair value of plan assets at January 1	36	56	—	—
Actual return on plan assets	(1)	(18)	—	—
Company contributions	10	8	—	—
Benefits paid	(6)	(5)	—	—
Currency translation adjustments	5	—	—	—
Other	—	(6)	—	—
Plan participant contribution	1	1	—	—
Fair value of plan assets at December 31	<u>45</u>	<u>36</u>	<u>—</u>	<u>—</u>
Funded status (underfunded)	<u><u>\$ (51)</u></u>	<u><u>\$ (53)</u></u>	<u><u>\$ (38)</u></u>	<u><u>\$ (36)</u></u>
Amounts Recognized in the Balance Sheet				
Current liabilities	\$—	\$—	\$ (6)	\$ (6)
Noncurrent liabilities	<u>(51)</u>	<u>(53)</u>	<u>(32)</u>	<u>(30)</u>
Net amounts recognized	<u><u>\$ (51)</u></u>	<u><u>\$ (53)</u></u>	<u><u>\$ (38)</u></u>	<u><u>\$ (36)</u></u>
Amounts Recognized in Accumulated Other Comprehensive Income				
Net actuarial loss	\$ 27	\$ 25	\$ 5	\$ 3
Prior service credit	<u>(3)</u>	<u>(3)</u>	<u>—</u>	<u>—</u>
Total	<u><u>\$ 24</u></u>	<u><u>\$ 22</u></u>	<u><u>\$ 5</u></u>	<u><u>\$ 3</u></u>

The accumulated pension benefit obligation was \$90 million at December 31, 2009 and \$82 million at December 31, 2008. For pension plans with accumulated benefit obligations in excess of plan assets, the projected benefit obligation, accumulated benefit obligation and fair value of assets were \$67 million, \$61 million and \$17 million, respectively, at December 31, 2009, and \$85 million, \$79 million and \$32 million, respectively, at December 31, 2008.

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The following table presents the pre-tax net changes in projected benefit obligations recognized in other comprehensive income during 2009:

In millions	Pension		Postemployment	
	2009	2008	2009	2008
Actuarial loss/(gain) arising during the year	\$ 2	\$ 12	\$ 2	\$ (22)
Amortization of loss included in net periodic benefit cost	(1)	—	—	(3)
Prior service (credit)/cost arising during the year	—	(4)	—	1
Recognition of loss due to settlement	(1)	(1)	—	—
Foreign currency exchange	2	—	—	—
Total recognized in other comprehensive expense (income)	<u>\$ 2</u>	<u>\$ 7</u>	<u>\$ 2</u>	<u>\$ (24)</u>

The following table presents the amounts in accumulated other comprehensive income expected to be recognized as components of net periodic benefit cost during 2010:

In millions	Pension	Postemployment
Net loss	\$ 1	\$ —
Total recognized in other comprehensive loss/(income)	<u>\$ 1</u>	<u>\$ —</u>

The weighted-average rates and assumptions used to determine benefit obligations at December 31, 2009 and 2008, and net periodic benefit cost for the year ended December 31, 2009 and 2008, were as follows:

	Pension Benefit Obligations		Pension Benefit Cost	
	2009	2008	2009	2008
Discount rate	4.2%	4.2%	4.2%	4.7%
Rate of compensation increase	3.3%	3.2%	3.2%	3.3%
Expected return on plan assets	N/A	N/A	5.2%	6.2%

	Postemployment Benefit Obligations		Postemployment Benefit Cost	
	2009	2008	2009	2008
Discount rate	4.8%	4.8%	4.8%	5.0%
Rate of compensation increase	3.7%	3.7%	3.7%	3.8%
Involuntary turnover rate	2.0%	2.0%	2.0%	3.0%

The Company determines the expected return on assets based on individual plan asset allocations, historical capital market returns, and long run interest rate assumptions, with input from its actuaries, investment managers, and independent investment advisors. The company emphasizes long term expectations in its evaluation of return factors, discounting or ignoring short term market fluctuations. Expected asset returns are reviewed annually, but generally modified only when asset allocation strategies change or long term economic trends are identified.

The discount rate used to determine year-end 2009 U.S. benefit obligations was derived by matching the plans' expected future cash flows to the corresponding yields from the Citigroup Pension Discount Curve. This yield curve has been constructed to represent the available yields on high-quality fixed-income investments across a broad range of future maturities. International discount rates were determined by examining interest rate levels and trends within each country, particularly yields on high-quality long-term corporate bonds, relative to our future expected cash flows.

Gains and losses have resulted from changes in actuarial assumptions and from differences between assumed and actual experience, including, among other items, changes in discount rates and differences between actual and assumed asset returns. These gains and losses (except those differences being amortized to the market-related value) are only amortized to the extent that they exceed 10% of the higher of the market-related value or the projected benefit obligation of each respective plan.

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Plan Assets. The weighted-average asset allocations at December 31, 2009 and 2008, by asset category are as follows:

	Actual Asset Allocation As of December 31		2009 Target Asset
	2009	2008	Allocation
Equity securities	42%	50%	41%
Debt securities	34%	13%	37%
Insurance contracts	13%	18%	13%
Real estate	4%	2%	3%
Other	7%	17%	6%
Total	100%	100%	100%

Fair Value. GAAP has established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets for identical assets or liabilities; Level 2, defined as significant other observable inputs, such as quoted prices in active markets for similar assets or liabilities, or quoted prices in less-active markets for identical assets; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for pension assets as of December 31, 2009.

Common/collective trust funds (which include money market funds, equity funds, bond funds, real-estate indirect investment, etc) : Valued at the net asset value (“NAV”) of shares held by the Plan at year end, as reported to the Plan by the trustee, which represents the fair value of shares held by the Plan. Because the NAV of the shares held in the common/collective trust funds are derived by the value of the underlying investments, which are detailed in the table below, the Company has classified these underlying investments as Level 2 fair value measurements.

Insurance contracts: Valued by discounting the related future benefit payments using a current year-end market discount rate, which represents the fair value of the insurance contract.

The following table sets forth by level, within the fair value hierarchy, the pension plan assets at fair value as of December 31, 2009:

	December 31, 2009	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in	Significant Other	Significant
		Active Markets for Identical Assets (Level 1)	Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Cash/cash equivalents/money market funds	\$ 2	\$ —	\$ 2	\$ —
Equity funds	19	—	19	—
Bond/fixed-income funds	15	—	15	—
Real-estate indirect investment	2	—	2	—
Commodities/Other	1	—	1	—
Insurance contracts	6	—	—	6
Total Assets at fair value	\$ 45	\$ —	\$ 39	\$ 6

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The table below sets forth a summary of changes in the fair value of the pension plan level 3 assets for the year ended December 31, 2009:

	Insurance
	<u>Contracts</u>
Balance as of January 1, 2009	\$ 6
Actual return on plan assets	—
Purchases, sales and settlements, net	—
Balance as of December 31, 2009	<u>\$ 6</u>

Investment Strategy. Teradata employs a number of investment strategies across its various international pension plans. In some countries, particularly where Teradata does not have a large employee base, the Company may use insurance (annuity) contracts to satisfy its future pension payment obligations, whereby the Company makes pension plan contributions to an insurance company in exchange for which the pension plan benefits will be paid when the members reach a specified retirement age or on earlier exit of members from the plan. In other countries, the Company may employ local asset managers to manage investment portfolios according to the investment policies and guidelines established by the Company, and with consideration to individual plan liability structure and local market environment and risk tolerances. The Company's investment policies and guidelines primarily emphasize diversification across and within asset classes to maximize long-term returns subject to prudent levels of risk, with the overall objective of enabling the plans to meet their future obligations. The investment portfolios contain a diversified blend of equity and fixed-income investments. Furthermore, equity investments are diversified across domestic and international stocks, small and large capitalization stocks, and growth and value stocks. Fixed-income assets are diversified across government and corporate bonds. Where applicable, real estate investments are made through real estate securities, partnership interests or direct investment, and are diversified by property type and location.

Cash Flows Related to Employee Benefit Plans

Cash Contributions. The Company plans to contribute approximately \$10 million to the international pension plans in 2010 and \$6 million to postemployment benefit obligations.

Estimated Future Benefit Payments. The Company expects to make the following benefit payments reflecting past and future service from its pension and postemployment plans:

	Pension	Postemployment
In millions	<u>Benefits</u>	<u>Benefits</u>
Year		
2010	\$ 7	\$ 6
2011	\$ 7	\$ 6
2012	\$ 8	\$ 6
2013	\$ 8	\$ 6
2014	\$ 8	\$ 6
2015-2019	\$ 43	\$ 25

Savings Plans. U.S. employees and many international employees participate in defined contribution savings plans. These plans generally provide either a specified percent of pay or a matching contribution on participating employees' voluntary elections. The Company's matching contributions typically are subject to a maximum percentage or level of compensation. Employee contributions can be made pre-tax, after-tax or a combination thereof. The expense for the U.S. savings plan was approximately \$15 million in 2009, \$15 million in 2008 and \$11 million in 2007. The expense for international subsidiary savings plans was \$10 million in 2009, \$10 million in 2008 and \$6 million in 2007. Certain of these amounts represent contributions made by NCR to the defined contribution savings plans for the period prior to the Separation.

Note 8. Derivative Instruments and Hedging Activities

As a portion of the Company's operations and revenue occur outside the United States, and in currencies other than the U.S. dollar, the Company may be exposed to potential losses from changes in foreign currency exchange rates. In an attempt to mitigate the impact of currency fluctuations, the Company uses foreign exchange forward contracts to hedge transactional exposures resulting predominantly from foreign currency denominated inter-company inventory purchases. The forward contracts are designated as fair value hedges of specified foreign currency denominated inter-company payables and generally mature in three months or less. The Company does not hold or issue financial instruments for trading purposes nor does it hold or issue leveraged derivative instruments. By using derivative financial instruments to hedge exposures to changes in exchange rates, the Company exposes itself to credit risk. The company attempts to manage exposure to counterparty credit risk by entering into derivative financial instruments with highly rated institutions that can be expected to fully perform under the terms of the agreement.

All derivatives are recognized in the Consolidated Balance Sheet at their fair value. The fair values of foreign exchange contracts are based on market spot and forward exchange rates and represent estimates of possible value that may not be realized in the future. Changes in the fair value of derivative financial instruments, along with the loss or gain on the hedged asset or liability, are recorded in current period earnings. The notional amounts represent agreed-upon amounts on which calculations of dollars to be exchanged are based, and are an indication of the extent of Teradata's involvement in such instruments. These notional amounts do not represent amounts exchanged by the parties and, therefore, are not a measure of the instruments. Across its portfolio of contracts, Teradata has both long and short positions relative to the U.S. dollar. As a result, Teradata's net involvement is less than the total contract notional amount of the Company's foreign exchange forward contracts.

The contract notional amount of the Company's foreign exchange forward contracts was \$67 million (\$45 million on a net basis) at December 31, 2009, and \$77 million (\$46 million on a net basis) at December 31, 2008. The fair value derivative assets and liabilities recorded in other current assets and accrued liabilities at December 31, 2009 and 2008, were not material.

The aggregate net foreign currency transaction gains and losses in 2009, 2008 and 2007 were not material to the results of operations. The aggregate foreign currency transaction amounts include the gains/losses on the Company's foreign currency fair value hedges for all periods presented.

Note 9. Commitments and Contingencies

In the normal course of business, the Company is subject to proceedings, lawsuits, claims and other matters, including those that relate to the environment, health and safety, employee benefits, export compliance, intellectual property, tax matters, and other regulatory compliance and general matters, including those described below.

The Company is subject to governmental investigations and requests for information from time to time. As previously reported prior to Teradata's Separation from NCR, the United States Department of Justice is conducting an investigation regarding the propriety of the Company's arrangements or understandings with others in connection with certain federal contracts and the adequacy of certain disclosures related to such contracts. The investigation arises in connection with civil litigation in federal district court filed under the qui tam provisions of the civil False Claims Act against a number of IT companies, including the Company. The complaints against the Company remain under seal. The Company continues to conduct its analysis of such claims focusing on the propriety of certain transactions under federal programs under which Teradata was a contractor. During 2008 the Company shared evidence with the Justice Department of questionable conduct that the Company uncovered and is continuing to cooperate with the Justice Department in its investigation.

A separate portion of the government's investigation relates to the adequacy of pricing disclosures made to the government in connection with negotiation of NCR's General Services Administration Federal Supply Schedule as it relates to Teradata, prior to the Company's Separation from NCR, and to whether certain subsequent price reductions were properly passed on to the government. Both NCR and the Company are participating in this aspect

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of the investigation, with respect to certain products and services of each, and each will assume financial responsibility for its own exposures, if any, without indemnification from the other. At this time, the Company is unable to determine the extent of its liability with respect to this aspect of the investigation.

The Company has an accrual of approximately \$2 million related to the current best estimate of probable liability relating to these matters. The Company believes the amounts provided in its financial statements are adequate in light of the probable and estimable liabilities. However, because such matters are subject to many uncertainties, the outcomes are not predictable and there can be no assurances that the actual amounts required to satisfy alleged liabilities from the matters described above and other matters, and to comply with applicable laws and regulations, will not exceed the amounts reflected in the Company's financial statements or will not have a material adverse effect on its results of operations, financial condition or cash flows.

Guarantees and Product Warranties.

Guarantees associated with the Company's business activities are reviewed for appropriateness and impact to the Company's financial statements. Periodically, the Company's customers enter into various leasing arrangements coordinated with a leasing company. In some instances, the Company guarantees the leasing company a minimum value at the end of the lease term on the leased equipment. As of December 31, 2009, the maximum future payment obligation of this guaranteed value and the associated liability balance was \$5 million.

The Company provides its customers a standard manufacturer's warranty and records, at the time of the sale, a corresponding estimated liability for potential warranty costs. Estimated future obligations due to warranty claims are based upon historical factors such as labor rates, average repair time, travel time, number of service calls and cost of replacement parts. For each consummated sale, the Company recognizes the total customer revenue and records the associated warranty liability using pre-established warranty percentages for that product class.

The following table identifies the activity relating to the warranty reserve for the years ended December 31:

In millions	2009	2008	2007
Warranty reserve liability			
Beginning balance at January 1	\$ 6	\$ 6	\$ 8
Accruals for warranties issued	11	13	13
Settlements (in cash or kind)	(12)	(13)	(15)
Balance at end of period	<u>\$ 5</u>	<u>\$ 6</u>	<u>\$ 6</u>

The Company also offers extended and/or enhanced coverage to its customers in the form of maintenance contracts. The Company accounts for these contracts by deferring the related maintenance revenue over the extended and/or enhanced coverage period. Costs associated with maintenance support are expensed as incurred. Amounts associated with these maintenance contracts are not included in the table above.

In addition, the Company provides its customers with certain indemnification rights. In general, the Company agrees to indemnify the customer if a third party asserts patent or other infringement on the part of the customer for its use of the Company's products. The Company has entered into indemnification agreements with the officers and directors of its subsidiaries. From time to time, the Company also enters into agreements in connection with its acquisition and divestiture activities that include indemnification obligations by the Company. The fair value of these indemnification obligations is not readily determinable due to the conditional nature of the Company's potential obligations and the specific facts and circumstances involved with each particular agreement, and as such the Company has not recorded a liability in connection with these indemnification arrangements. Historically, payments made by the Company under these types of agreements have not had a material effect on the Company's consolidated financial condition, results of operations or cash flows.

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Leases. Teradata conducts certain of its sales and administrative operations using leased facilities, the initial lease terms of which vary in length. Many of the leases contain renewal options and escalation clauses that are not material to the overall lease portfolio. Future minimum operating lease payments and committed subleases, in millions, under non-cancelable leases as of December 31, 2009, for the following fiscal years were:

In millions	Total Amounts	2010	2011	2012	2013	2014
Operating lease obligations	\$ 42	\$15	\$12	\$ 9	\$ 4	\$ 2
Sublease rentals	(5)	(4)	(1)	—	—	—
Total committed operating leases less sublease rentals	<u>\$ 37</u>	<u>\$11</u>	<u>\$11</u>	<u>\$ 9</u>	<u>\$ 4</u>	<u>\$ 2</u>

The Company's actual rental expense was \$17 million, \$18 million and \$7 million for the years ended December 31, 2009, 2008 and 2007, respectively. The Company had no contingent rentals for these periods, but received sublease rental income of \$5 million, \$5 million and \$4 million for the years ended December 31, 2009, 2008 and 2007, respectively.

Concentrations of Risk. The Company is potentially subject to concentrations of credit risk on accounts receivable and financial instruments such as hedging instruments, and cash and cash equivalents. Credit risk includes the risk of nonperformance by counterparties. The maximum potential loss may exceed the amount recognized on the balance sheet. Exposure to credit risk is managed through credit approvals, credit limits, selecting major international financial institutions (as counterparties to hedging transactions) and monitoring procedures. Teradata's business often involves large transactions with customers, and if one or more of those customers were to default in its obligations under applicable contractual arrangements, the Company could be exposed to potentially significant losses. However, management believes that the reserves for potential losses were adequate at December 31, 2009 and 2008.

The Company is also potentially subject to concentrations of supplier risk. Our hardware components are assembled exclusively by Flextronics Corporation. Flextronics procures a wide variety of components used in the manufacturing process on our behalf. Although many of these components are available from multiple sources, Teradata utilizes preferred supplier relationships to better ensure more consistent quality, cost and delivery. Typically, these preferred suppliers maintain alternative processes and/or facilities to ensure continuity of supply. Given the Company's strategy to outsource its manufacturing activities to Flextronics and to source certain components from single suppliers, a disruption in production at Flextronics or at a supplier could impact the timing of customer shipments.

10. Fair Value Measurements

The Company's assets and liabilities measured at fair value on a recurring basis include money market funds and foreign currency exchange contracts. A portion of the Company's excess cash reserves are held in money market funds which generate interest income based on the prevailing market rates. Money market funds are included in cash and cash equivalents in the Company's balance sheet. Money market fund holdings are measured at fair value using quoted market prices and are classified within Level 1 of the valuation hierarchy. When deemed appropriate, the Company minimizes its exposure to changes in foreign currency exchange rates through the use of derivative financial instruments, specifically, forward foreign exchange contracts. The fair value of these contracts are measured at the end of each interim reporting period using observable inputs other than quoted prices. As such, these derivative instruments are classified within Level 2 of the valuation hierarchy. Fair value gains for open contracts are recognized as assets and fair value losses are recognized as liabilities. The foreign exchange currency contracts in effect at December 31, 2009 had no material fair value gains or losses. The foreign exchange currency contracts in effect at December 31, 2008 had a net fair value loss of approximately \$1 million, and no net fair value gain. Any gains and losses would be mitigated by corresponding gains on the underlying exposures. The Company's short-term investments consist of bank time deposits with original maturities between three months and one year. These assets are not measured at fair value on a recurring basis and as such are not included in the table below.

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The Company's assets measured at fair value on a recurring basis and subject to fair value disclosure requirements at December 31, 2009 were as follows:

In millions	December 31, 2009	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in	Significant Other	Significant Unobservable
		Active Markets for Identical Assets (Level 1)	Observable Inputs (Level 2)	Inputs (Level 3)
Assets				
Money market funds	\$ 403	\$ 403	\$ —	\$ —
Total Assets	\$ 403	\$ 403	\$ —	\$ —

The Company's assets measured at fair value on a recurring basis and subject to fair value disclosure requirements at December 31, 2008 were as follows:

In millions	December 31, 2008	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in	Significant Other	Significant Unobservable
		Active Markets for Identical Assets (Level 1)	Observable Inputs (Level 2)	Inputs (Level 3)
Assets				
Money market funds	\$ 288	\$ 288	\$ —	\$ —
Total Assets	\$ 288	\$ 288	\$ —	\$ —

Note 11 Segment, Other Supplemental Information and Concentrations

Teradata manages its business in three geographic regions, which are also the Company's operating segments: (1) the North America and Latin America ("Americas") region; (2) the Europe, Middle East and Africa ("EMEA") region; and (3) the Asia Pacific and Japan ("APJ") region. Management evaluates the performance of its segments based on revenue and segment margin, and does not include segment assets for management reporting purposes. Corporate-related costs are fully-allocated to the segments.

The following table presents regional segment revenue and segment gross margin for the Company for the years ended December 31:

In millions	2009	% of Revenue	2008	% of Revenue	2007	% of Revenue
Revenue						
Americas ⁽¹⁾	\$ 981	57%	\$ 984	56%	\$ 964	57%
EMEA	430	25%	451	26%	424	25%
APJ	298	18%	327	18%	314	18%
Total revenue	1,709	100%	1,762	100%	1,702	100%
Segment gross margin						
Americas	570	58%	557	57%	554	57%
EMEA	230	53%	234	52%	205	48%
APJ	138	46%	158	48%	157	50%
Total gross margin	938	55%	949	54%	916	54%
Selling, general and administrative expenses	483	28%	508	29%	470	28%
Research and development expenses	117	7%	108	6%	126	7%
Total income from operations	\$ 338	20%	\$ 333	19%	\$ 320	19%

⁽¹⁾ The Americas region includes revenue from the United States of \$871 million in 2009, \$894 million in 2008 and \$884 million in 2007.

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The following table presents revenue by product and services revenue for the Company for the years ended December 31:

In millions	2009	2008	2007
Products (software and hardware) ⁽¹⁾	\$ 772	\$ 849	\$ 884
Consulting services	497	485	451
Maintenance services	440	428	367
Total services	937	913	818
Total revenue	\$1,709	\$1,762	\$1,702

⁽¹⁾ Our data warehousing software and hardware products are often sold and delivered together in the form of a “node” of capacity as an integrated technology solution. Accordingly, it is impracticable to provide the breakdown of revenue from various types of software and hardware products.

The following table presents property and equipment by geographic area at December 31:

In millions	2009	2008
United States	\$82	\$75
Americas (excluding United States)	2	1
EMEA	3	4
APJ	8	8
Property and equipment, net	\$95	\$88

Concentrations. No single customer accounts for more than 10% of the Company’s revenue. As of December 31, 2009, the Company is not aware of any significant concentration of business transacted with a particular customer that could, if suddenly eliminated, have a material adverse effect on the Company’s operations. The Company also has no concentration of available sources of labor, services, licenses or other rights that could, if suddenly eliminated, have a material adverse effect on its operations.

Note 12 Quarterly Information (unaudited)

In millions, except per share amounts	First	Second	Third	Fourth
2009				
Total revenues	\$ 367	\$ 421	\$ 425	\$ 496
Gross margin	\$ 200	\$ 233	\$ 227	\$ 278
Operating income	\$ 60	\$ 84	\$ 88	\$ 106
Net income	\$ 45	\$ 62	\$ 63	\$ 84
Net income per share:				
Basic	\$0.26	\$0.36	\$0.37	\$0.49
Diluted	\$0.26	\$0.36	\$0.36	\$0.48
2008				
Total revenues	\$ 375	\$ 455	\$ 439	\$ 493
Gross margin	\$ 194	\$ 249	\$ 237	\$ 269
Operating income	\$ 53	\$ 92	\$ 86	\$ 102
Net income	\$ 42	\$ 69	\$ 60	\$ 79
Net income per share:				
Basic	\$0.23	\$0.38	\$0.34	\$0.45
Diluted	\$0.23	\$0.38	\$0.33	\$0.45

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES**Evaluation of Disclosure Controls and Procedures**

Teradata maintains a system of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the “Exchange Act”)) that are designed to provide reasonable assurance that information required to be disclosed in its reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to management, including, as appropriate, the chief executive officer and the chief financial officer, to allow timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

Based on their evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective to provide reasonable assurance as of December 31, 2009.

Management’s Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rule 13a-15(f) under the Exchange Act. Teradata’s internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree or compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of Teradata’s internal control over financial reporting as of the end of the period covered by this report. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”) in *Internal Control – Integrated Framework*. Based on our assessment and those criteria, management concluded that Teradata’s internal control over financial reporting was effective as of December 31, 2009.

Teradata’s independent registered public accounting firm has issued their report on the effectiveness of Teradata’s internal control over financial reporting, which appears in this Annual Report.

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Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the last fiscal quarter ended December 31, 2009 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. OTHER INFORMATION

None.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information required to be included in Part III Item 10 is set forth under the captions “Election of Directors” and “Additional Information Concerning the Board of Directors” in Teradata’s Notice of Annual Meeting of Stockholders and Proxy Statement to be filed with the SEC within 120 days after the end of our fiscal 2009 year (the “2010 Proxy Statement”) and is incorporated herein by reference.

The following table sets forth the information as of January 31, 2010 regarding the individuals who are serving as our executive officers.

Name	Age	Position(s)
Michael Koehler	57	President and Chief Executive Officer
Stephen Scheppmann	54	Executive Vice President and Chief Financial Officer
Saundra Davis	46	Vice President, Human Resources
Robert Fair	47	Executive Vice President, Global Field Operations
Daniel Harrington	46	Executive Vice President, Technology and Support Services
Bruce Langos	56	Chief Operations Officer
Darryl McDonald	51	Chief Marketing Officer
Laura Nyquist	56	General Counsel and Secretary

Michael Koehler . Mr. Koehler is President and Chief Executive Officer of Teradata. Previously, Mr. Koehler served as Senior Vice President, Teradata Division of NCR from 2003 to 2007. From September 2002 until March 2003, he was the Interim Teradata Division Leader, Teradata Division. From 1999 to 2002, Mr. Koehler was Vice President, Global Field Operations, Teradata Division, and held management positions of increasingly greater responsibility at NCR prior to that time. He joined our board in August 2007.

Stephen Scheppmann. Stephen Scheppmann has served as Executive Vice President and Chief Financial Officer of Teradata since September 4, 2007. He served as Executive Vice President and Chief Financial Officer of Per-Se Technologies, Inc., a leading provider of administrative healthcare industry services, from May 2006 until May 2007, following the completion of that company’s acquisition. From 2000 to May 2006, Mr. Scheppmann served as Executive Vice President and Chief Financial Officer for NOVA Information Systems, Inc., and, from 1988 to 2000, he was Senior Vice President and Chief Financial Officer of Larson-Juhl, Inc. Since January 2006, Mr. Scheppmann has served as a member of the Board of Directors of eResearch Technology, Inc., a publicly-traded biotechnical services and technology company, and has been chairman of its Audit Committee since April 2006.

Saundra Davis . Saundra Davis is Vice President, Human Resources of Teradata. Ms. Davis served as Vice President, Human Resources, Teradata Division of NCR from January 2004 to September 2007. Prior to this position, Ms. Davis served as Vice President, Human Resources, Corporate Infrastructure, at NCR from January 2003 to December 2003, and as Vice President, Human Resources, Systemedia Division of NCR from June 2000 to December 2002. Ms. Davis joined NCR in 1985 and has since held a number of positions of increasing responsibility in human resources.

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Robert Fair . Robert Fair is Executive Vice President, Global Field Operations of Teradata. Mr. Fair served as Vice President, Global Marketing, Teradata Division of NCR from April 2003 to September 2007. From March 2000 to April 2003, he was Vice President, Americas Communications Industry, Teradata Division. Mr. Fair began his career at NCR in 1984 and held a number of positions of increasing responsibility in the areas of sales, consulting services and marketing.

Daniel Harrington . Daniel Harrington has been Executive Vice President, Technology and Support Services of Teradata since October 2007. Mr. Harrington served as Vice President, Customer Services, Teradata Division of NCR, from January 2005 until that time. Prior to this position, from April 1999 to December 2004, he was Vice President, Northern Europe, Teradata Division with responsibility for Europe sales in 2004. Mr. Harrington joined NCR in 1985 and held a number of positions of increasing responsibility in the areas of sales, marketing and product management.

Bruce Langos . Bruce Langos is Chief Operations Officer of Teradata. Mr. Langos was Senior Vice President, Global Operations of NCR, from May 2006 to September 2007. From 1996 until that time, Mr. Langos was Vice President, Business Operations, Teradata Division. Mr. Langos joined NCR in 1976 and held positions of increasing responsibility in sales, marketing, product management and strategic planning.

Darryl McDonald . Darryl McDonald serves as Chief Marketing Officer of Teradata. Mr. McDonald was Vice President, Global Consulting Services, Teradata Division of NCR from April 2003 to September 2007. From 1997 until April 2003, Mr. McDonald was Vice President, Americas Retail Industry, Teradata Division. Mr. McDonald joined NCR in 1982 and has since held a number of positions of increasing responsibility in the areas of sales and consulting.

Laura Nyquist . Laura Nyquist is the General Counsel and Secretary of Teradata. Ms. Nyquist served as Deputy General Counsel and Chief Counsel, Business Counsel Group, NCR, from October 2006 to September 2007. Prior to this position, Ms. Nyquist was Chief Counsel, Financial Solutions Division from 2004 to September 2006, and was Vice President, Corporate Affairs, and Secretary to the Board of Directors of NCR from 1999 to 2004. Ms. Nyquist joined NCR in 1986 and held a number of positions of increasing responsibility at NCR until she joined Teradata.

There are no family relationships between any of the executive officers or directors of Teradata.

There are no contractual obligations regarding the election of our executive officers or directors.

Item 11. EXECUTIVE COMPENSATION

Information required to be included in Part III Item 11 is set forth under the captions “Executive Compensation,” “Compensation and Human Resource Committee” and “Board Compensation and Human Resource Committee Report on Executive Compensation” in Teradata’s 2010 Proxy Statement and incorporated herein by reference.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information required to be included in Part III Item 12 is set forth under the captions “Stock Ownership” in Teradata’s 2010 Proxy Statement and “Equity Compensation Plan Information” in Item 5 of Part II of this Annual Report and incorporated herein by reference.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information required to be included in Part III Item 13 is set forth under the captions “Related Person Transactions” and “Corporate Governance” in Teradata’s 2010 Proxy Statement and incorporated herein by reference.

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Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information required to be included in Part III Item 14 is set forth under the caption “Fees Paid to Independent Registered Public Accounting Firm” in Teradata’s 2010 Proxy Statement and incorporated herein by reference.

PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Index

1. Financial Statements: The consolidated financial statements of the Company and the Report of Independent Registered Public Accounting Firm as set forth in Part II, Item 8 of this Annual Report:

Report of Independent Registered Public Accounting Firm	38
Consolidated Statements of Income for the years ended December 31, 2009, 2008 and 2007	39
Consolidated Balance Sheets at December 31, 2009 and 2008	40
Consolidated Statements of Cash Flows for the years ended December 31, 2009, 2008 and 2007	41
Consolidated Statements of Changes in Stockholders’ Equity for the years ended December 31, 2009, 2008 and 2007	42
Notes to Consolidated Financial Statements	43

2. Financial Statement Schedule: Financial Statement Schedule II – Valuation and Qualifying Accounts is included in this Annual Report on page 74. All other schedules are not required under the related instructions or are not applicable.

3. Exhibits: See Index of Exhibits below for a listing of all exhibits to this Annual Report.

(b) Exhibits identified in parentheses below, on file with the SEC, are incorporated herein by reference as exhibits hereto.

Reference Number per Item 601 of Regulation S-K

Reference Number per Item 601 of Regulation S-K	Description
2.1	Form of Separation and Distribution Agreement between Teradata Corporation and NCR Corporation (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K dated September 11, 2007).
3.1	Amended and Restated Certificate of Incorporation of Teradata Corporation as amended and restated on September 24, 2007 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K dated September 25, 2007).
3.2	Second Amended and Restated Bylaws of Teradata Corporation, as amended and restated on December 2, 2008 (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K dated December 8, 2008).
4.1	Common Stock Certificate of Teradata Corporation (incorporated by reference to Exhibit 4.1 to the Quarterly Report on Form 10-Q dated November 13, 2007).
10.1	Form of Tax Sharing Agreement between Teradata Corporation and NCR Corporation (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by NCR Corporation on September 25, 2007).

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10.2	Form of Interim Services and Systems Replication Agreement between Teradata Corporation and NCR Corporation (incorporated by reference to Exhibit 10.2 to the Registration Statement on Form 10 dated August 21, 2007 (the “Registration Statement on Form 10”)).
10.3	Form of Employee Benefits Agreement between Teradata Corporation and NCR Corporation (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by NCR Corporation on September 25, 2007).
10.4	Form of Exclusive Patent Agreement (incorporated by reference to Exhibit 10.4 to the Registration Statement on Form 10).
10.5	Form of Patent License Agreement (incorporated by reference to Exhibit 10.5 to the Registration Statement on Form 10).
10.6	Form of Technology Agreement (incorporated by reference to Exhibit 10.6 to the Registration Statement on Form 10).
10.7*	Teradata Corporation Employee Stock Purchase Plan (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-8 dated September 28, 2007).
10.7.1*	First Amendment to Teradata Corporation Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.7 to the Quarterly Report on Form 10-Q dated August 14, 2008).
10.8*	Teradata Corporation Management Incentive Plan (incorporated by reference to Exhibit 10.9 to the Registration Statement on Form 10).
10.9*	Amended and Restated Teradata Change in Control Severance Plan, dated October 7, 2008 (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K dated October 13, 2008).
10.10*	Amended and Restated Teradata Corporation 2007 Stock Incentive Plan, dated February 3, 2009 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K dated February 9, 2009).
10.11*	Form of Stock Option Agreement under the Teradata Corporation 2007 Stock Incentive Plan for awards granted in 2007 (incorporated by reference to Exhibit 10.11 to the Registration Statement on Form 10).
10.11.1*	Form of 2008 Stock Option Agreement under the Teradata Corporation 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K dated November 30, 2007).
10.11.2*	Form of 2007 Restricted Stock Unit Agreement under the Teradata Corporation 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.11.2 to the to the Annual Report on Form 10-K dated March 3, 2008).
10.11.3*	Form of 2008 Restricted Stock Unit Agreement under the Teradata Corporation 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K dated November 30, 2007).
10.11.4*	Form of 2007 Performance Based Restricted Stock Unit Agreement under the Teradata 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.11.4 to the Annual Report on Form 10-K dated March 3, 2008).
10.11.5*	Form of Performance-Based Restricted Stock Agreement under the Teradata 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.15 to the Teradata Corporation Registration Statement filed on Amendment No. 2 to Form 10 dated August 21, 2007).

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10.11.6*	Form of 2008 Performance-Based Restricted Stock Unit Agreement under the Teradata Corporation 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K dated November 30, 2007).
10.11.7*	Amendment to form of Restricted Stock Unit and Performance-Based Restricted Stock Unit Agreements under the Amended and Restated Teradata Corporation 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.5 to the Current Report on Form 8-K dated October 13, 2008).
10.11.8*	Form of Stock Option Agreement Under the Teradata Corporation 2007 Stock Incentive Plan (Non-Statutory Stock Option), approved on December 2, 2008 (incorporated by reference to Exhibit 10.11.8 to the Annual Report on Form 10-K dated March 2, 2009).
10.11.9*	Form of Restricted Stock Unit Agreement Under the Teradata Corporation 2007 Stock Incentive Plan, approved on December 2, 2008 (incorporated by reference to Exhibit 10.11.9 to the Annual Report on Form 10-K dated March 2, 2009).
10.11.10*	Form of 2007 Director Option Grant Statement (Non-Statutory Stock Option) (incorporated by reference to Exhibit 10.11.6 to the Annual Report on Form 10-K dated March 3, 2008).
10.11.11*	Form of 2007 Director Restricted Stock Unit Grant Statement (incorporated by reference to Exhibit 10.11.7 to the Annual Report on Form 10-K dated March 3, 2008).
10.11.12*	Teradata Corporation Director Compensation Program, effective as of October 1, 2007, as amended and restated as of April 28, 2008 (incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q dated May 15, 2008).
10.11.13*	Form of 2008 Director Option Grant Statement (Non-Statutory Stock Option) under the Teradata Corporation 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.5 to the Quarterly Report on Form 10-Q dated May 15, 2008).
10.11.14*	Form of 2008 Director Restricted Stock Unit Grant Statement under the Teradata Corporation 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.6 to the Quarterly Report on Form 10-Q dated May 15, 2008).
10.12	Form of Master Agreement between Teradata Corporation and NCR Corporation for enterprise data warehousing sales and support (incorporated by reference to Exhibit 10.16 to the Registration Statement on Form 10, as amended, dated August 21, 2008, (the “Registration Statement on Form 10”)).
10.13	Form of Network Support Agreement between Teradata Corporation and NCR Corporation (incorporated by reference to Exhibit 10.17 to the Registration Statement on Form 10).
10.14	Form of Service Provider Agreement between Teradata Corporation and NCR Corporation (incorporated by reference to Exhibit 10.18 to the Registration Statement on Form 10).
10.15	Form of Master Reseller Agreement between Teradata Corporation and NCR Corporation for Middle East and Africa (incorporated by reference to Exhibit 10.19 to the Registration Statement on Form 10).
10.16*	Offer Letter to Michael Koehler (incorporated by reference to Exhibit 10.20 to the Registration Statement on Form 10).
10.16.1*	Amendment to the Offer Letter from Teradata Corporation to Michael Koehler, dated October 7, 2008 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K dated October 13, 2008).

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10.17	Purchase and Manufacturing Services Agreement, effective April 27, 1998, by and between NCR Corporation and Soletron Corporation (filed as Exhibit 10.1 to NCR Corporation's Form 10-Q (SEC File No. 001-00395) for the fiscal quarter ended June 30, 1998 and incorporated herein by reference).
10.17.1	Amendment No. 1 to Purchase and Manufacturing Services Agreement, dated January 29, 2000, between NCR Corporation and Soletron Corporation (incorporated by reference to Exhibit 10.19 to the Registration Statement on Form 10).
10.18*	Offer Letter to Stephen Scheppmann (incorporated by reference to Exhibit 10.23 to the Registration Statement on Form 10).
10.18.1*	Amendment to the Offer Letter from Teradata Corporation to Stephen Scheppmann, dated October 7, 2008 (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K dated October 13, 2008).
10.19	Credit Agreement, dated as of October 1, 2007 between Teradata Corporation, Bank of America, N.A., as Administrative Agent, and the lenders party thereto from time to time (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K dated October 3, 2007).
10.20*	Offer Letter from Teradata Corporation to Robert Fair dated September 20, 2007 (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K dated February 9, 2009).
10.20.1*	Amendment to the Offer Letter from Teradata Corporation to Robert Fair effective December 31, 2008 (incorporated by reference to Exhibit 10.5 to the Current Report on Form 8-K dated February 9, 2009).
10.21*	Offer Letter from Teradata Corporation to Daniel Harrington dated September 20, 2007 (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K dated February 9, 2009).
10.21.1*	Amendment to the Offer Letter from Teradata Corporation to Daniel Harrington effective December 31, 2008 (incorporated by reference to Exhibit 10.6 to the Current Report on Form 8-K dated February 9, 2009).
10.22*	Offer Letter from Teradata Corporation to Bruce Langos dated September 20, 2007 (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K dated February 9, 2009).
10.22.1*	Amendment to the Offer Letter from Teradata Corporation to Bruce Langos effective December 31, 2008 (incorporated by reference to Exhibit 10.7 to the Current Report on Form 8-K dated February 9, 2009).
14	Teradata Corporation's Values and Code of Conduct.
21	Subsidiaries of Teradata Corporation.
23.1	Consent of Independent Registered Public Accounting Firm.
31.1	Certification pursuant to Rule 13a-14(a) dated February 26, 2010.
31.2	Certification pursuant to Rule 13a-14(a) dated February 26, 2010.
32	Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 dated February 26, 2010.

* Management contracts or compensatory plans, contracts or arrangements.

TERADATA CORPORATION
SCHEDULE II—VALUATION AND QUALIFYING ACCOUNTS
(In millions)

<u>Column A</u>	<u>Column B</u>	<u>Column C</u>		<u>Column D</u>	<u>Column E</u>
<u>Description</u>	Balance at Beginning of Period	Additions Charged to Costs & Expenses	Charged to Other Accounts	Deductions	Balance at End of Period
Allowance for doubtful accounts					
Year ended December 31, 2009	\$ 11	\$ 1	\$ —	\$ 3	\$ 9
Year ended December 31, 2008	\$ 5	\$ 6	\$ —	\$ —	\$ 11
Year ended December 31, 2007	\$ 5	\$ 1	\$ —	\$ 1	\$ 5

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SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TERADATA CORPORATION

Date: February 26, 2010

By: /s/ Stephen M. Scheppmann

Stephen M. Scheppmann

Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>
<u>/s/ Michael F. Koehler</u> Michael F. Koehler	Director, President and Chief Executive Officer
<u>/s/ Stephen M. Scheppmann</u> Stephen M. Scheppmann	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ James M. Ringler</u> James M. Ringler	Chairman of the Board of Directors
<u>/s/ Edward P. Boykin</u> Edward P. Boykin	Director
<u>/s/ Nancy E. Cooper</u> Nancy E. Cooper	Director
<u>/s/ Cary T. Fu</u> Cary T. Fu	Director
<u>/s/ David E. Kepler</u> David E. Kepler	Director
<u>/s/ Victor L. Lund</u> Victor L. Lund	Director
<u>/s/ William S. Stavropoulos</u> William S. Stavropoulos	Director

Date: February 26, 2010

Teradata Corporation's Values and Code of Conduct

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Introduction and Frequently Asked Teradata Corporation's

What is this document?

This document sets out the Teradata Values and Code of Conduct, as well as related information. It is published by the Teradata Ethics & Compliance Office and is a part of the Teradata global ethics, compliance, and corporate integrity initiative. It should be read by, and applies to, all Teradata people throughout the world. We also publish other documents, communications, and training materials regarding our Values and Code, but this full-text version is the record of reference for our Values and Code of Conduct.

This document has five parts:

1. **Introduction and Frequently Asked Questions** – describes and answers questions about what this document covers, who should read and follow it, and how to report violations and raise ethics and compliance questions.
2. **Integrity at Teradata** – messages reinforcing tone at the top regarding ethics, compliance, and integrity at Teradata from the Teradata President and CEO and the Chairman of the Teradata Board of Directors.
3. **Values** – a statement of guiding principles adopted by Teradata, as well as resulting key Behavioral Qualities to which all Teradata people should aspire; these Values and Behavioral Qualities apply to all Teradata people globally in all of their Teradata-related words, acts, and decisions.
4. **Code of Conduct** – how Teradata people throughout the world are required to behave with respect to particular key ethics and compliance subject areas.
5. **Ethics & Compliance Resources** – detailed reporting and contact information, useful web sites, other related ethics and compliance resources, questions and answers, scenarios and guidance, Red-Flags (warning signs) of heightened risk for violations, and an index.

What is a Values statement?

The Teradata Values are broad core principles that are to guide all Teradata people and teams in all of their Teradata-related acts, decisions, and words. These high-level Values, and the actionable Behavioral Qualities that arise from them, foster behavior and a company culture that

not only comply with legal and ethical standards, but additionally help Teradata achieve its other business objectives and aspirations. Where our Code of Conduct or a Policy does not address a particular issue, Teradata people should use our Values and Behavioral Qualities for directional guidance in determining the right thing to do.

What is a Code of Conduct?

The Teradata Code of Conduct is a summary of the minimum standards of conduct required of all Teradata people and teams. Many of these standards of conduct are required for Teradata and Teradata people to comply with legal and ethical duties, while others are required to establish clear and consistent rules for how Teradata people and teams must deal with and apply our Values and Behavioral Qualities to particular subject areas.

The Code references various Teradata Policies. These Policies establish, at an even more detailed level than the Code, how Teradata people and teams are required to deal with particular issues. Our Code, therefore, serves as a condensed summary of standards that result from the application of key compliance-related Teradata Policies. The Code of Conduct also includes more information about how suspected Code and Policy violations are to be reported and handled, about safeguards Teradata implements to protect people who report suspected violations in good faith, and about how Teradata fosters a corporate culture where Teradata people ask questions and get clear answers before they act if they have any doubt about whether doing something might be a violation of the law, our Code, or our Policies.

How do our Values, Behavioral Qualities, Code of Conduct, and Policies impact one another?

The Teradata Values, Behavioral Qualities, Code, and Policies are intended to support and be consistent with one another. They do, however, reflect differing levels of breadth and details. Teradata people should be able to apply and comply with all of them at the same time. However, if a Teradata person feels that there is an inconsistency among them when applied to a particular situation, then he/she should ask for guidance from one of the people identified as a resource in this document, and get direction before acting.

Who needs to comply with our Code?

The Teradata Values, Behavioral Qualities, Code, and Policies apply to all Teradata associates throughout the world. All Teradata people and teams are required to comply with our Code and our Policies. Teradata business partners also are expected to comply with the standards of conduct set out in them with respect to all of their Teradata-related activities. Compliance with those standards by business partners is required by having the Teradata business partner (a) pledge in writing to comply with them, (b) represent that it has adopted no less stringent and comprehensive standards of conduct than those adopted by Teradata, and/or (c) make contractual commitments to Teradata regarding the standards of conduct it will apply in its dealings with, on behalf of, or regarding Teradata. Teradata subsidiaries, affiliates, business organizations, operations, and teams also may adopt and apply supplemental values statements, behavioral expectations, standards of conduct, policies, procedures, practices, and other requirements (for example, to meet additional local in-country legal requirements, or to be aligned with and address issues relevant to their particular functional responsibilities). However, in all events, those supplemental standards and requirements must be at least as stringent as the Teradata enterprise-wide ones and must not reduce the Teradata enterprise-wide encouragement of, and Policy requiring non-retaliation in response to, good faith reporting of suspected Code and Policy violations.

Who is included within the terms defined in this document?

For purposes of this document: “Teradata” includes Teradata Corporation and all of its subsidiaries, affiliates, business organizations, teams, and operations throughout the world; Teradata “associates” includes every Teradata employee, independent contractor, subcontractor, temporary employee, agent, representative, officer, and Board member; Teradata “business partners” includes every Teradata supplier, vendor, reseller, distributor, alliance partner, service provider, and other third party with whom Teradata conducts, or proposes to conduct, business; and, Teradata “people” includes collectively all Teradata “associates” and all Teradata “business partners” throughout the world.

Who can receive a copy of this document?

This document is not confidential. Distribution of it to and by Teradata people is encouraged. Teradata does, however, retain the copyright to this document and its contents.

Who can I contact to report a violation of, or ask a question about, our Code of Conduct?

CAPTION Todd Carver, Chief Ethics & Compliance Officer, Teradata

To report a suspected violation of the law, our Code, or our Policies, or to ask a question or get more information about the topics covered by this document or about the Teradata ethics and compliance program, please contact: Todd Carver, Chief Ethics & Compliance Officer for Teradata Corporation, at 2835 Miami Village Drive, Miamisburg, Ohio (USA) 45342; telephone – 937-242- 4718; email – **todd.carver@teradata.com** . This document also identifies several additional ways that suspected violations may be reported and that ethics and compliance-related issues, concerns, and questions may be raised. It also includes additional contact information for other Teradata people who may be helpful in addressing ethics and compliance issues. In all events, ethics and compliance reports may be made and questions may be raised through the Teradata Ethics Helpline. The Teradata Ethics Helpline is an always-available multiple-language ethics and compliance reporting and question-raising resource which can handle anonymous and confidential violation reports. It can be reached toll free by telephone at 866-455-0993 (outside of the United States, call toll free through AT&T Direct) or via the Internet at **www.integrity-helpline.com/tdhelp.jsp**.

Contact the Teradata Ethics Helpline at 866-455-0993 or visit www.integrity-helpline.com/tdhelp.jsp to report a violation or raise an ethical issue.

Integrity is a Top Priority at Teradata

A message from our President and CEO, Mike Koehler

Integrity is the top priority at Teradata and is the first principle set out in our Values statement. We cannot be successful without integrity no matter how well we achieve our other Values and our business objectives. Integrity is my own top individual priority, and it must be every Teradata person’s top individual priority.

Integrity includes *running a clean shop* and following the rules and the law, but it goes far beyond that. It means that, at Teradata, we do the right thing – always. It means that every Teradata person reads, understands, and agrees to comply with our Code of Conduct. If we are uncertain whether an action will comply with our Code, then we ask someone who knows or who can get the answer, and we get a clear answer before we act. If a Teradata person violates

our Code, then we report it, and we hold them accountable – particularly if he/she knew it was a violation or if he/she should have asked if it was a violation but didn't. It means that integrity and accountability are principles that we apply in everything we do.

To help foster and achieve our commitment to integrity at Teradata, we have declared our Values, Behavioral Qualities, and Code of Conduct, and we have communicated them throughout the company. Each of us must be true to them in everything we do in connection with our business – whether or not others are watching. Guided by these principles and standards, Teradata people can, and are expected to, do the right thing in the right way at all times.

As Teradata people read this document, I ask that you reflect on how you can better apply our Values and Behavioral Qualities individually and on your teams, and I ask that you join me in making a personal pledge and commitment to them, to setting good examples of applying them, and to complying with our Code in everything you do connected with Teradata. In addition to declaring and communicating our standards of conduct, we have established an Ethics and Compliance (E&C) program, which we have challenged to be among the best and most effective in the world. The kind of principled thinking and principled behavior embodied in our Values, Behavioral Qualities, Code, and Policies must be embraced, encouraged, and routinely reinforced by management employees and team leaders throughout our company and with all of our business partners so that application of them is automatic, universal, and embedded into the fabric of Teradata culture. We all must *walk the talk* when it comes to integrity, ethics, and compliance. All Teradata managers and team leaders have responsibilities to see that this happens and to set the right tone when it comes to integrity, ethics, and compliance.

Acting with integrity and meeting our ethics and compliance obligations are the most important things we do at Teradata. Together, let's make sure that integrity continues to be the foundation for who we are at Teradata. And, remember: do the right thing – always.

*Mike Koehler,
President and Chief Executive Officer,
Teradata Corporation*

A message from our Chairman, Jim Ringer

In addition to endorsing and echoing Mike Koehler's comments about integrity, I want you to know that integrity is the top priority for the Teradata Board of Directors, as well. We, too, are committed to the Teradata Values and Behavioral Qualities, to complying with the Teradata Code of Conduct, and to holding Teradata Board members, officers, and senior managers accountable for applying those Values, exhibiting our Behavioral Qualities, complying with the Teradata Code and Policies, and setting the right examples and tone for the entire Teradata enterprise regarding ethics, compliance, and integrity. But, no matter how committed to integrity the Board, the President and CEO, the officers, and the senior managers of Teradata are, we understand that being a company of true integrity can be achieved only through the personal commitment and conduct of every Teradata person. We need, and are counting on, you to help achieve this top priority. Together, let's continue to make Teradata a wildly successful business, but let's do it the right way, by doing the right thing – always.

*Jim Ringer,
Chairman of the Board,
Teradata Corporation*

***“Acting with integrity and meeting our ethics and compliance obligations are the most important things we do at Teradata.” – Mike Koehler,
President and Chief Executive Officer, Teradata Corporation***

Our Values and Behavioral Qualities

What are the Teradata Values?

The Teradata Values reflect our globally shared high-level guiding principles. They serve as the basis for the overall direction of the company and as evaluation criteria for the company and its management team, not merely with respect to ethics and compliance, but with respect to developing and running the entire business, and with respect to establishing and maintaining the culture of our company. They are to be embedded in and underlie everything we do and aspire to be at Teradata. Our Values are:

INTEGRITY – At Teradata, we do the right thing – always.

PEOPLE FOCUS – We believe our employees distinguish us.

OPEN, TRUST-BASED ENVIRONMENT – We strive to create an environment of openness and trust.

CUSTOMER DEDICATION – We are passionate about our customers.

ACCOUNTABILITY – We demonstrate responsibility in all aspects of our business endeavors.

INNOVATION – We foster an environment of continuous innovation to deliver greater value to our customers.

Our Behavioral Qualities arise from our Values and help translate the directional guidance provided by our Values into a list of actionable characteristics that we seek from our associates, teams, and business partners. They reflect the types of behaviors that we stand for, strive for, and expect of everyone at Teradata. They apply not merely with respect to ethics and compliance matters, but with respect to everything we do.

What Behavioral Qualities do we strive for?

Our Behavioral Qualities are:

Trust

Excellence

Respect

Achievement

Dedication

Accountability

Teamwork

Attitude

At Teradata, we are committed to applying our Values and exemplifying our Behavioral Qualities in all of our decisions, words, and conduct.

How do we apply our Values and Behavioral Qualities?

Trust

Integrity, honesty, credibility, reliability, and reputation are the foundations of who we are at Teradata. They are essential to our success. We must earn the trust and confidence of customers, prospects, investors, analysts, employees, associates, Board members, suppliers, business partners, governments, and the communities in which we operate, and we must re-earn that trust every day. We always do the right thing, the right way, for the right reasons. We trust, but we

verify. We embrace others verifying their trust in us. We keep confidences that have been entrusted to us, and we keep entrusted private information private. We avoid conflicts of interest. We protect assets entrusted to us. We seek trusted long-term relationships with our customers and other stakeholders. We comply with laws, regulations, rules, and Policies. We deal with potential issues and problems by communicating about them, asking questions, getting answers, and escalating them – not by hiding them. We *walk the talk*, and do what we say we will do. Trust and integrity are critical to the Teradata name, brand, and reputation.

Excellence

We are the best and smartest people and company in our fields. We provide the best, smartest, and most innovative technologies to the best, smartest, and most innovative customers in the world. We set the standards in our fields. We not only meet requirements and expectations, but we consistently exceed them. We are innovation leaders. We develop and deliver the highest quality and most reliable products and services in our fields. We partner with the best, smartest, and most innovative companies. We are passionate visionaries. We are the go-to experts in our fields. We are unsurpassed and beyond comparison in our fields.

Respect

We embrace diversity of people, cultures, races, religions, genders, orientations, and points of view. We are amiable and approachable. We communicate openly and candidly. We are fair, decent, thoughtful, deliberate, responsive, and courteous. We treat others with respect and dignity. We respect and help conserve and sustain the environment and natural resources. We are good citizens, as individuals and as a company. We are a respected competitor. We don't tolerate workplace harassment, discrimination, racism, sexism, pornography, retaliation for raising legitimately questioned issues, violence, criminal conduct, or threats of violence. We care.

Achievement

We win. We meet or beat our commitments and exceed expectations. We execute our plans. We set high goals and objectives, and then we stretch and strive to achieve and exceed them. We recognize, reward, and celebrate accomplishments. We encourage continuous personal and organizational improvement and development. We are leaders. We help our colleagues, customers, and business partners achieve great results. We are driven and dedicated to be the best in our fields and remain the best and most innovative in our fields.

Dedication

We are passionate about making our customers successful. We're ready, willing, and able to get the job done, done right, and done on time. We work hard. We work smart. We're focused. We're seasoned experts. We're determined, dependable, creative, and tenacious problem-solvers. We act with energy and urgency. We're proactive, disciplined, and efficient. We compete zealously, but fairly, to win every time. We're nimble and responsive. We're recognized as the people and the company to be relied upon to get things done. We take responsibility for addressing issues. We respect and care about our company, our colleagues, our business partners, our customers, our communities, our natural resources, and our environment.

Accountability

We run a clean shop. We follow laws, rules, our Code of Conduct, and Policies. We do things by the book. We verify, audit, measure, and certify. We implement controls, procedures, safeguards, and continuity, sustainability, and contingency plans. We are transparent and candid. We reward and create incentives for achievement of business results, as well as for doing things in ways that

are consistent with our Values and Behavioral Qualities, and in compliance with our Code of Conduct and Policies. We take disciplinary actions against those who knowingly break the rules. We learn from honest mistakes, take measures to fix them, and take actions to avoid repeating them. We not only deliver the right results, but we deliver them in the right way. We know, understand, and keep up to date on the laws, rules, and Policies that apply to us. If we don't understand a law, rule, or Policy, we ask someone who does before we act. We proactively get and give effective training and communications about what the laws, rules, Policies, and expectations are, and how they should be applied. We are thrifty and efficient. We set realistic budgets, and we strive to meet or beat them. We're objective. We make decisions based on facts and merit.

Teamwork

It's not enough for each of us individually to be the best, smartest, and most innovative at what we do. To truly succeed and achieve results beyond the sum of our individual contributions, we must collaborate, communicate, and work effectively as a team. We all are in business together. Teamwork goes beyond associates collaborating and communicating. It also involves teamwork with our customers, our business partners, and the communities in which we operate. We understand that without teamwork, we can't accomplish our other Values and Behavioral Qualities. We're easy to do business with. We're hard on problems, but respectful of the people involved. We're cooperative. We're focused and aligned. We listen to the input of others. We team to beat the competition. We team to deliver the best and most innovative results for our customers. We recognize that every stakeholder is a member of the team and contributes to accomplishing our results.

Attitude

We achieve our Values and exemplify our Behavioral Qualities with flair and in a way that conveys that we're smart, confident, innovative, can-do winners. We not only always do the right thing, but we're well known and respected for doing so. We are inspirational, amiable, accessible, approachable, respectful, proactive, determined, energetic, dynamic, passionate, experienced, balanced, and fair. We're committed to making Teradata successful, our customers successful, and our communities better. We have an attitude of embracing challenges and diversity, and of seeing them as opportunities. We are admired people and an admired company. We embrace the view that the best need to keep getting better. We smile and have some fun. We work hard and play hard, but we always do so in ways that are consistent with our Values, Behavioral Qualities, and Code. We are serious, disciplined, and poised when dealing with challenges and problems.

To our associates and teams

We encourage you to think about and discuss what our Values and Behavioral Qualities mean to you, how you already apply them, and what you can do to apply them more effectively in the future. We also ask that you reflect on our Values and Behavioral Qualities as you read our Code of Conduct. Performance assessments of all Teradata associates, teams, and business partners should include evaluation of whether our Values, Behavioral Qualities, Code, and Policies have been applied and followed.

"At Teradata, we do the right thing – always." – Mike Koehler, President and Chief Executive Officer, Teradata Corporation

Our Code of Conduct

What are our Code of Conduct Commitments?

Our Code of Conduct Commitments are:

1. We conduct business ethically and in compliance with our Code of Conduct and Policies.
2. We seek guidance and report concerns and violations.
3. We respect others.
4. We comply with laws.
5. We compete fairly.
6. We avoid conflicts of interest.
7. We protect assets.
8. We protect data.
9. We keep accurate records.
10. We apply our Code of Conduct and Policies consistently.
11. We do the right thing – always.

What do these commitments mean?

1. We conduct business ethically and in compliance with our Code of Conduct and Policies.

Teradata is passionate about its business and customers. We are committed to conducting business with the highest standards of integrity, trust, respect, and accountability. Our commitment to integrity is expressed in our Values and Behavioral Qualities, which guide how we conduct our business with our customers, business partners, and one another, and how we interact with the communities in which we operate.

Teradata delivers on making smart companies smarter. That is our mission and is a big part of what our *Raising Intelligence* tag line is intended to communicate. Personal and corporate integrity are the foundations of our mission and of everything we do. Integrity demands that each of us, regardless of position, shows our commitment to ethics not just in words, but also in our decisions and actions.

Our Code of Conduct sets the standards for how we conduct Teradata business. The principles set out here apply to all of us: employees at all levels, other associates, contractors, officers, directors, agents, consultants, suppliers, distributors, and other business partners. When conducting Teradata business, we all must follow the principles of our Code and apply our Values and Behavioral Qualities. Violations of our Code are taken seriously and will result in disciplinary action, which may include termination of employment for Teradata employees and termination of Teradata relationships with non-employees/business-partners who violate them. In addition, we recognize and reward exemplary implementations of our Values, Behavioral Qualities, and Code.

Our Code, Values, Behavioral Qualities, and Policies serve merely as guides to ethical conduct. They cannot cover with specificity every possible situation or every question you might face. If, after looking at them, you are unsure about what is the right thing to do, then you should ask, and get an answer before you act.

Teradata associates who supervise others have heightened duties to show, through their words, decisions, and actions, their personal commitment to the highest standards of integrity. In particular, Teradata managers must:

- Ensure that associates on their teams and the business partners with which they interact understand our Values, Behavioral Qualities, Code of Conduct, and relevant Policies.
- Consider whether associates on their teams follow our Code and exemplify the Teradata Values and Behavioral Qualities before promoting them to positions of greater responsibility, as well as recognize and reward those associates who set the best examples of how we want them to be applied.
- Consider whether business partners embrace and act consistently with our Code before conducting Teradata business with them and in decisions to continue conducting business with them.
- Help create an environment that promotes compliance; encourages associates and business partners to raise ethics, compliance, and Policy questions and concerns; and prohibits retribution against those who raise them in good faith.
- Inform the Teradata Ethics & Compliance Office of all suspected violations of our Code that are observed by or reported to the manager.

Managers who either knew or should have known about violations of our Code within their areas of responsibility and failed to address and report them may be subject to discipline. Teradata managers not only have a duty to follow our Values, Behavioral Qualities, Code and Policies, but also are responsible for helping see that they are understood and applied effectively throughout Teradata, and for helping set a tone throughout the company that integrity is a top priority.

2. We seek guidance and report concerns and violations.

All of us, regardless of our positions and irrespective of our other business objectives, at all times must comply with legal and ethical standards. Violations of our Code are serious and can cause great harm to our reputation. You may face an ethical dilemma where the best and proper course of action is unclear. When you encounter such a dilemma, you should seek guidance before you act. If you become aware of conduct which you, in good faith, think may be a violation of our Code, of our Policies, or of the law, then you have a duty to bring it to the attention of one of the following:

- Your manager
- Your manager's manager
- Your Teradata human resources representative
- A member of the Teradata subject matter expert team for the area at issue (for example, Corporate Security for suspected theft issues, or Internal Audit for suspected financial irregularities)
- The Teradata Law Department
- The Teradata Ethics & Compliance Office (by email at **et230068@teradata.com** or by calling Teradata's Chief Ethics & Compliance Officer, Todd Carver, at 937-242-4718)
- The Teradata Ethics Helpline, which can be reached by telephone at 866-455-0993 or at **www.integrity-helpline.com/tdhelp.jsp**. The Teradata Ethics Helpline telephone number is printed on all Teradata associate identification badges – so that it is readily available to you at all times.

If you feel pressure to compromise our Values, Behavioral Qualities, Code, or Policies, then you need not stand alone. You should bring the situation to the company's attention so that we can address it appropriately. Even if you do not have proof, but have a question or a good faith concern, you should report it.

You are encouraged to identify yourself when contacting these compliance resources so that Teradata can thoroughly investigate the issue you are raising. In certain countries other than the United States, local laws may require that you identify yourself when reporting certain types of alleged violations by an individual (for example, some local laws may require that if a person is going to accuse another individual of criminal conduct, then for the report to be effective and credible, the reporting person must identify himself/herself so that the matter can be investigated further and so that knowingly false accusations may be dealt with); the Teradata Ethics & Compliance Office or the Teradata Ethics Helpline will let you know if such applies to a report you wish to make when you make it. However, if you are reporting an issue related to Teradata accounting, internal controls, auditing matters, bribery, banking, or other financial irregularities, you may, in virtually all events, report them anonymously through the Teradata Ethics Helpline, or you may report them confidentially directly to the Teradata Ethics & Compliance Office. If you believe that reports through those channels have been ineffective, then you may report them directly to the Audit Committee of the Teradata Board of Directors by sending written communications to the Corporate Secretary at Teradata world headquarters: Audit Committee of the Board of Directors, Teradata Corporation, Attention: Corporate Secretary, 2835 Miami Village Drive, Miamisburg, Ohio (USA) 45342.

Teradata will make no effort to discover the identity of an associate or other person who has decided to make a good-faith report anonymously. Teradata also will take steps to the fullest extent permitted by applicable laws to preserve the anonymity of an associate or other party who has identified himself/herself in making a good faith report to the Teradata Ethics & Compliance Office, but who has asked that his/her name not be disclosed to people other than those who need to know it to conduct the investigation and the analysis of the reported issue, or to take actions regarding the reported issue.

To help assure that Teradata associates understand our Code of Conduct and how to make reports and raise questions regarding ethics and compliance issues, Teradata requires that all newly-hired associates read our Code, receive training regarding our Code, and certify that they understand our Code and how to make reports and raise questions regarding ethics and compliance issues. We also require that all associates repeat this training and certification process annually. We also have procedures in place to assure that our business partners understand and comply with our standards of conduct. In addition, we provide Ethics Guides about particular topics and other training and communications regarding ethics and compliance. Information concerning these is available to all associates through our internal employee web site, from your human resources representative, or the Ethics & Compliance Office.

Handling Reports

All reports of misconduct will be analyzed and investigated, and appropriate actions will be taken whenever violations are found. Appropriate actions include imposing disciplinary actions against those who commit violations, as well as dealing with applicable authorities regarding the violation and implementing measures to help avoid or reduce the prospects of recurrence. If an investigation is initiated, you have an obligation to answer all questions truthfully and cooperate

completely with the investigation. Telling lies during an investigation, or concealing or covering-up an ethical or legal violation, is itself a serious violation of our Code and will result in disciplinary action against the violator. When making a report of a suspected violation, please provide as many objective facts as possible. Facts, data, and details are far more useful, important, and actionable than unsupported opinions, suspicions, and rumors. In conducting investigations and deciding on what actions are appropriate when Code violations are found, Teradata will comply with applicable laws, apply our Values, Behavioral Qualities, Code, and Policies during the process, and base decisions on validated facts and the objective merits of the analysis – not on unsupported opinions, rumors, or innuendo, and not based on the reporting or reported peoples’ positions, friendships, or other personal relationships. We are not out to get anyone for the sake of getting someone or making someone a scapegoat; rather, we simply need to, and we will, run a clean shop and conduct business in ways that are consistent with our Values, Behavioral Qualities, Code, and Policies. We have designed our Code and the processes associated with it to comply with various legal, compliance, and Board of Directors’ requirements, including that such a program be in place, that the program be real rather than mere words on paper, and that the program be objectively measured and evaluated regularly.

In addition to having written ethics and compliance Policies, an Ethics & Compliance Office, and a Chief Ethics & Compliance Officer who is a member of the company’s executive leadership team, we have an Ethics & Compliance Committee that is comprised of senior leaders of the company and that reviews and makes key decisions regarding ethics and compliance issues at Teradata. The Teradata Ethics & Compliance Program is reviewed regularly with the Audit Committee of the Teradata Board of Directors, and the Chief Ethics & Compliance Officer has regular ‘private sessions’ with the Audit Committee to report, discuss, and review the Teradata Ethics & Compliance Program and any issues or concerns he may have without anyone else who is an officer or employee of Teradata being present.

Non-Retaliation

You should feel free to report in good faith any suspected violation of the law, our Code, or our Policies without fear of your employment or other business relationship with Teradata being adversely affected because you have done so. Teradata strictly prohibits any form of retaliation or retribution against you for asking questions or voicing concerns, as long as you do so in good faith. This prohibition is set out in written Teradata Policies. Good faith does not mean that you have to be right, but it does mean that you are providing all of the relevant information that you have and that you believe it to be truthful. Bad faith is when someone provides information that he/she knows is false, or false information that he/she intends to have used to seek retaliation or revenge against someone else, or to be used for an illegal purpose. We will not tolerate any retaliation against you for bringing information forward in good faith or for cooperating in good faith with an investigation. At the same time, we will not tolerate our ethics and compliance reporting, investigation, and enforcement processes being compromised or used against you through false information submitted in bad faith.

3. We respect others.

Having an “open, trust-based environment” is one of our core Values, and “respect” is one of the key Behavioral Qualities we strive for. These must be applied in everything we do. We seek to provide a work environment that fosters respect for all associates, customers, and business partners, and that reflects the diversity of the communities in which we operate.

Non-Discrimination

We value the diversity of our associates and do not permit illegal discrimination in any employment-related decisions or business partner selection decisions. Employment and business partnering decisions, such as hiring, selection, performance appraisals, and promotions, are based on merit and without any adverse consideration of race, color, religion, national origin, gender, age, disability, sexual orientation, gender identity/expression, marital status, or any other unlawful factor.

If you experience discrimination, or if you become aware of discrimination, you must report it immediately. We strictly prohibit retaliation against any associate for making a good faith report of discrimination.

Non-Harassment

Respect for one another demands a work environment that is free from all forms of illegal harassment. Harassment is any form of inappropriate or illegal conduct towards another person that creates an intimidating, hostile, or offensive work environment. Sexual harassment involves unwelcome sexual advances, requests for sexual favors, or other physical or verbal conduct of a sexual nature. All forms of harassment can interfere with an individual's work performance or adversely affect an individual's employment opportunities.

Teradata does not tolerate harassment regardless of whether you are on company premises or engaged in off-site functions or outside-of-business-hours activities with Teradata associates or Teradata business partners, such as holiday parties, team-building events, business conferences, and business travel. Harassment is grounds for immediate dismissal, and it can subject both you and the company to severe legal penalties.

If you experience harassment, or if you become aware of a harassment situation, you must report it immediately. We strictly prohibit retaliation against any associate for making a good faith report of harassment.

Workplace Misconduct

Teradata is committed to having an "open, trust-based environment" as set out in our Values. To further this principle, Teradata is committed to having a drug-free workplace. Associates and business partner associates must be free from the influence of illegal drugs while on Teradata or a customer's premises and when conducting Teradata-related business. The use, possession, distribution, or sale of illegal drugs while on the company's or a customer's premises, or while conducting Teradata business is strictly prohibited. Except as permitted by Teradata Policies (such as for management-approved company-sponsored receptions, dinners, and events), alcoholic beverages should not be consumed on Teradata premises, and associates should never drive automobiles to, from, or during company business activities or company-sponsored events while they are impaired due to the influence of alcohol or drugs. We have associate support programs in place to assist our associates who are dealing with drug or alcohol abuse/addictions. We encourage and foster our associates to constructively address such issues, but violations of our drug and alcohol abuse Code and Policy provisions in connection with Teradata work environments will not be tolerated.

Teradata will not tolerate acts or threats of violence on Teradata or a customer's premises or among associates or business partners during non-business hours. We all must treat one another with respect and courtesy. To further this standard of conduct, you must report all instances of actual or threatened workplace or business-related violence immediately.

Environmental, Health, and Safety Compliance

Teradata strives to provide each associate and business partner on our premises with a safe and healthful work environment. Safety comes first. We conduct no activity without taking all proper health, safety, and environmental protection precautions.

Teradata follows all applicable environmental, health, and safety (EH&S) laws, rules, and regulations in the communities where we conduct business. We have an EH&S handbook, EH&S Policies, EH&S standard operating procedures, mandatory EH&S reporting requirements, and mandatory EH&S training for all associates. Information concerning these is available to all associates through our internal employee web site. We also have proactive environmental sustainability and other related corporate social responsibility initiatives. Information about our sustainability and corporate social responsibility initiatives is available to anyone through our external web site (www.teradata.com) under 'Corporate Social Responsibility.' If you have questions about a particular EH&S law, regulation, Policy, or standard operating procedure, or about our environmental sustainability or corporate social responsibility initiatives, then please ask.

If you become aware of an unsafe condition or a possible violation of EH&S laws, regulations, Policies, or standard operating procedures, then you should immediately report it to your manager, the facility manager, the Law Department, or the Ethics & Compliance Office.

4. We comply with laws.

Teradata has earned its reputation as a smart, innovative, customer-dedicated company through the hard work and focus of all Teradata people. To safeguard that reputation, we all must deal fairly with our customers, business partners, competitors, and one another. We must obey the laws of the communities in which we operate, and we must respect the customs and traditions of those communities. At the same time, we will not engage in any conduct which, even if legal, customary, and accepted in those communities, violates our Code or Policies. We will not take advantage of anyone through misrepresenting facts, manipulation, fraud, violating others' legal rights to their confidential information, or any other practice that is intended to give us an illegal or improper advantage.

Foreign Corrupt Practices Act and Government-Related Dealings

As a company publicly traded on the New York Stock Exchange in the United States, Teradata Corporation and all of its subsidiaries, affiliates, organizations, and people anywhere in the world are subject to the United States Foreign Corrupt Practices Act (FCPA) and other anti-corruption and anti-bribery laws and Policies. Under these laws and Policies, no Teradata person or representative of a Teradata person may offer, give, solicit, or receive any form of bribe or kickback. This principle applies to all Teradata associates worldwide and to all Teradata representatives and business partners worldwide, regardless of location, and regardless of whether they do so in their own names or through others.

A bribe is any money or favor used to influence the judgment or conduct of an official or to ensure a particular outcome or action by or from an official. A bribe does not have to be cash; a bribe also can be inappropriate entertainment or paying an inflated price to purchase an official's property or services (or that of an official's family or friends). A kickback is the return of a sum already paid or due to be paid as part of a contract as a reward for an official (or his/her family or friend) making or fostering business arrangements.

Both direct and indirect bribes and kickbacks of any kind are prohibited at Teradata. We cannot hire or otherwise arrange for a third party to do on our behalf something that we cannot do

ourselves. Teradata could be liable for such payments even if we did not know, but we should have known, that the payment would be going to an official (or his/her family or friend). Teradata also can be held liable for the mere offer of a bribe or kickback or the mere failure to report the solicitation of a bribe or kickback. Consequences for violations of the FCPA and other anticorruption and anti-bribery laws are severe, including fines to both the individuals making/receiving the payments and the company, and jail time for individuals. While the FCPA specifically applies to dealings with non-U.S. governmental officials, through other laws and

Teradata Policies the same anti-bribery, anti-kickback, and anti-corruption principles of the FCPA apply to U.S. dealings and to dealings with non-governmental customers and business partners.

Some businesses are owned in whole or in part by a governmental entity and, as a result, the directors, managers, employees, contractors, and other representatives of those businesses may be considered government officials under the FCPA and other laws. In these situations, ordinary and reasonable business entertainment or gifts typically are allowed when they are customary and legal in the applicable community, provided that they comply with Teradata Policies and the threshold amounts set forth in them, and are accurately documented and expressly approved in advance and in writing. Incurring reasonable good-faith expenses, such as those for an official (but not his/her family or friends) for travel and lodging directly related to and predominantly for the promotion of Teradata products or services (but not for personal vacations or personal sight-seeing or personal travel), are acceptable as long as they comply with Teradata Policies and the threshold amounts, and advance-written-approval requirements, and as long as they also comply with all local laws and regulations. However, you must at all times avoid even the appearance of impropriety; you must seek additional guidance from the Teradata Law Department whenever you would like to incur expenses for a director, manager, or employee of any government-owned (wholly or partially) company or of any government agency or government official and if there is any question about whether doing so might violate applicable laws or Policies.

Minor payments to certain government ministerial personnel in some countries (but not in the United States) to expedite the performance of routine governmental administrative actions, such as the processing of paperwork or granting of a permit, are not necessarily prohibited under the FCPA where such is a recognized legal and legitimate local practice and custom. However, such facilitating payments are never permitted in the United States. It can be difficult to tell when a facilitating payment crosses the line and becomes a bribe. For your protection and the protection of the company, you must always obtain approval in writing from the Law Department before offering or paying any facilitating payment, and you must immediately report all solicitations of facilitating payments, as well as solicitations of bribes or kickbacks, to the Law Department.

Beyond the FCPA, often there are many other special rules, regulations, requirements, duties, prohibitions, and standards that apply to government contracting, government-related transactions and other dealings with elected officials, governmental representatives, government owned/ controlled entities, and government contractors and subcontractors. These can arise at the national, state/provincial, or local levels. Sometimes, practices that may seem perfectly appropriate, legal, and otherwise compliant with our Policies for non-government-related commercial transactions are inappropriate in government-related transactions. For example, the payment of, or an agreement to pay, a referral fee (including marketing services fees, teaming fees, co-marketing fees, revenue-sharing fees, discounts to pass-through-resellers who do not add their own product, service, or integration value to what they receive from Teradata, and like arrangements) between Teradata and a Teradata business partner, which is not known by and

properly approved in advance and in writing by the involved governmental entity, might be a violation of government contracting rules and regulations. Accordingly, referral fee arrangements for government-related transactions can only be made with the advance written approval of the Teradata Law Department. Teradata is committed to complying with all government contracting requirements and laws and rules which pertain to dealings with or relating to governmental entities, and has mandatory training programs for associates who deal with government-related transactions and governmental personnel/officials. If you are not 100 percent certain that you will be complying with the FCPA and all other governmental requirements by engaging in an act, then you need to ask and obtain approval before you act.

Teradata publishes various *Ethics Guides* for its associates that provide additional information, guidance, examples, cautions (red flags), and responses to frequently asked questions regarding various ethics and compliance subject areas. Included among these are Teradata Ethics Guides on the FCPA and on Government Contracting and Government-Related Dealings in the United States. These Ethics Guides are accessible to all Teradata associates through the Teradata internal employee Code of Conduct web page –

iis.teradata.net/teradata.com/teradata.net/codeofconduct.asp. Teradata associates who deal with subjects addressed by a Teradata Ethics Guide also are required to read, understand, and comply with them, are required to receive periodic training regarding them, and regularly certify their understanding of and compliance with them.

Record Keeping

The FCPA, United States securities laws, anti-corruption laws, anti-money-laundering laws, tax evasion laws/regulations, accounting requirements, our Code, and our Policies require every associate to help make certain that all Teradata financial books and records are complete and accurate. All Teradata financial entries and records, including travel and entertainment expense reimbursement requests and payments, must at all times fairly and accurately reflect the true nature, amounts, relevant dates, involved parties, and purposes of the money involved. Even if no bribe, kickback, or other corrupt payment is involved, it still can be a standalone violation if the company's books and records are inaccurate or don't fully, fairly, and accurately reflect the true aspects of a transaction. No associate or representative of Teradata may establish any slush funds or unrecorded pools of money or assets for bribes, kickbacks, entertainment, or any other improper purpose, and no false or artificial entries can be made on expense reports or any other books and records of Teradata. Our tight Policy and process requirements, scrutiny of associate travel and entertainment expense reports, and controls on associates' uses of company credit cards and accounts are not merely to ensure that associates are being disciplined and prudent in their company-related spending, but also are required for Teradata to satisfy its record keeping legal duties. Verifiability and transparency for financial entries are critical elements of our "accountability" Value and Behavioral Quality, and the verifiability of financial entries is essential for achievement of another of our fundamental Values – "integrity." If you have any doubt about how a financial entry should be recorded, booked, or disclosed, then you should check applicable Policies first, and, if you are still uncertain, then you should verify the proper reporting and accounting requirements in advance with the Teradata finance organization or with your manager.

Import, Export, and Immigration Controls

For Teradata to participate in the world market as a high-tech company, we must be particularly aware of international trade and immigration laws and restrictions. The export of goods and technology from most countries, including the United States, is strictly regulated.

Communicating technical information to a person in another country (or to a citizen or representative of another country, even if she is temporarily located within the same country as you) can be considered an export under the law. Whether a product or technology may be exported depends on a number of factors, including the nature of the item, the country of destination, and the intended end use and end user.

Teradata expects each of us to comply with all applicable export control laws and regulations. We all are charged with ensuring that we understand who our customers are, how our products will be used, and what the end destinations for our products are. In that our company is U.S.-based, and most of our products have some content developed in or distributed from the United States, we must not trade with countries, individuals, or entities that are limited or prohibited by U.S. law. For example, Teradata must comply with the legal economic sanctions and trade embargoes imposed or approved by the United States with respect to Cuba, Iran, Syria, Sudan, Myanmar/Burma, and North Korea. We keep our Export Compliance Policies and standard operating procedures up to date with the latest information regarding such sanctions and embargoes, and we have processes and training in place for associates involved in implementing exports. Those processes include checking customer and business partner names and related information against various lists of restricted people, entities, organizations, and governmental bodies (denied party lists), which includes those identified as presenting risks for use of products, technologies, or funds for terrorism; weapons of mass destruction; illegal trafficking/money laundering; or other illegal conduct. To make these compliance controls effective, all Teradata associates must follow our standard operating procedures for the export and distribution of products and technologies, and must provide complete and accurate information regarding uses, users, and locations in the documentation that is used to implement exports and distributions.

Exporting goods or technology without the appropriate governmental approvals can result in the loss of export privileges and civil and/or criminal penalties. If you are involved in making exports, then you should read and understand the company's Export Compliance Policy. For more guidance about requirements for exporting, please consult your organization's designated export compliance liaison or the Teradata Law Department.

Teradata also must comply with all applicable laws regarding imports. These laws typically govern what can be imported into a country, how the goods must be marked and valued, and what duties/taxes must be paid on them. Like export laws, the penalties for violations of import regulations can be severe. If you are involved in making imports, then you should read and understand the company's Import Compliance Policy. For guidance about the regulations that pertain to importing, consult your organization's designated import compliance liaison or the Teradata Law Department.

Teradata's participation in the global economy also means that many of us will need to travel on business and/or perform activities in places outside of our home countries. When doing so, we must comply with all applicable immigration and customs laws, regulations, procedures, time limitations and requirements, including those pertaining to passports and visas. To the extent that an applicable visa, such as a temporary business visitor visa, limits the types of activities in which you may participate while traveling outside of your home country, Teradata expects and requires that you and your manager will ensure that you comply with those limitations. Violations can lead not only to travel restrictions on and/or penalties against the involved individuals, but also against Teradata and other associates in such a way as to potentially disrupt our ability to conduct business effectively on a global basis. If you have questions about international travel or visa requirements, please consult with your manager, your organization's

human resources representative, or your organization's designated travel liaison. If, after having done so, you are uncertain still, then please contact the Teradata Law Department for more guidance.

Anti-boycott

A boycott occurs when one person, group, or country refuses to do business with certain other people, groups, or countries. United States anti-boycott laws prohibit U.S.-based companies, such as Teradata, and their subsidiaries anywhere in the world, from participating in or cooperating with any international boycott not approved by the United States government, such as the Arab League boycott of Israel.

Any associate receiving a request to participate in an illegal boycott should immediately contact the Law Department. We are required by law to report all requests to participate in an unsanctioned boycott or for information supportive of an unsanctioned boycott, even if such requests are declined by Teradata. Merely ignoring a request is insufficient and can be treated in much the same way as if you had agreed to it.

5. We compete fairly.

The Teradata Values and Behavioral Qualities also include the attributes of "innovation," "excellence," "achievement," "dedication," "accountability," and "teamwork." These mean that we succeed based on merit, and the innovations and qualities of our products, services, people, and business partners, regardless of where we operate. It also means that we comply with laws that are intended to protect competition and free enterprise globally, which may be referred to as antitrust laws in the United States and some other countries.

Violations of competition/antitrust laws can result in significant criminal and civil penalties for Teradata and the associates and business partners engaged in the illegal behavior. It is important that you understand what is, and is not, allowed. Because competition/antitrust law can be a complicated area, Teradata has an Antitrust Compliance Policy to guide you, which you should read if you have any doubt about whether a potential act or communication might not comply.

Competition-law/antitrust concerns often arise in these areas:

- Dealings with competitors
- Participating in industry associations and trade shows
- Dealings with customers
- Abuses of market power
- Gathering business intelligence

Dealings with Competitors

You may not make any agreement with a competitor that restricts competition in violation of law. Illegal agreements do not have to be signed contracts. They might be as simple as an oral understanding between two parties. Any coordination/collusion among competitors is serious and places both you and Teradata at risk.

When communicating with competitors, you must not raise, discuss, or address any of these matters:

- Dividing territory

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- Dividing customers
 - Charging customers a fixed/certain price
 - Paying suppliers a fixed/certain price
 - Offering the same or similar discounts, terms, or conditions of sale
 - Requiring down-stream resellers to charge a fixed/certain resale price
 - Boycotting a particular customer or supplier

If any of these topics arise when communicating with a competitor, such as at an industry association meeting, you should stop the conversation immediately, and report it to the Law Department.

Participating in Industry Associations and Trade Shows

Industry associations and trade shows can be wonderful networking and business development opportunities, but they can pose legal and ethical challenges, as well. When attending these events, you should be careful to avoid even the appearance of improper collusion. If, at any of these events, you become aware of any formal or informal discussion between competitors regarding prices, margins, costs, bids, discounts, boycotts, terms and conditions of sale, or standardization of terms, warranties, or product specifications, you should excuse yourself, and contact the Law Department. With guidance from the Law Department, limited legally permissible exceptions may be granted for certain competitor communications, particularly where the competitor also is a Teradata customer, supplier, or other business partner, and such as with respect to industry standards development.

Dealing with Customers

Teradata is known for its extraordinary customer dedication and service. To live up to this reputation, we must deal fairly with our customers.

Competition/antitrust laws generally allow Teradata to choose the companies with which it is going to conduct business, but those decisions must be made independently and never in agreement or collusion with competitors.

To deal fairly with customers and avoid violating competition/antitrust laws and fair trade practices laws, you must not:

- Make false, unfounded, or misleading statements about our competitors' products or services, or make false comparisons of their products and services with our products and services.
- Make commitments or promises that you or Teradata do not intend to keep.
- Sell comparable goods on comparable terms at significantly different prices, during the same time periods, in the same volumes, and in the same geographies to customers who compete with one another (significant pricing deviations for competing customers, which are not justified based on objective differences in products/services, timing, geography, terms, volumes, and the like, can constitute illegal, anticompetitive price discrimination).

If you have any doubt about whether something you plan to do or communicate with respect to any of these areas is proper, then you should seek guidance from the Law Department before you act.

Abusing Market Power

Competition/antitrust laws also restrict companies from taking actions that discourage innovation and competition based on their market power. To avoid abusing market power, we should not:

- Sell our goods and services at below-cost pricing with the intent of driving competitors out of the market.
- Tie the purchase of certain goods and services to the required purchase of additional items (in most circumstances, it is permissible, and often is favorable to the customer, to offer bundled pricing; but, generally, when requested by the customer, we should offer to un-bundle the pricing and permit the customer to have the option to buy only the unbundled items it wants, rather than require that the customer choose only between purchasing all bundled items together or not purchasing any of them at all).
- Make reciprocal deals with customers where we commit to buy their products if they commit to buy ours, unless pre-approved by the Law Department. (Not all reciprocal dealings are illegal, but the competition/antitrust laws and other related issues (such as regarding potential revenue recognition accounting implications and fair-value accounting implications) involved in such reciprocal transactions (reciprocity) make it prudent always to obtain informed guidance regarding this area before acting).
- Make exclusive dealing (exclusivity) arrangements, without prior approval from the Law Department.

Gathering Business Intelligence

Getting accurate information about the activities of our competitors is necessary and even may be part of your job. Although under certain competition/antitrust laws, we are not allowed to exchange certain information with competitors, it is permissible to obtain information from other legitimate sources, such as publicly available documents, analysts, publications, the Internet, customers, business partners, others in the marketplace, and the government, if done properly.

Teradata Policies provide guidelines regarding gathering information about our competition. The laws of many countries expressly forbid the theft of confidential business information and trade secrets by any means, whether illegal (such as through bribery) or unethical (such as taking unsecured documents from the offices of a third party or obtaining them under false pretenses).

You are free to ask colleagues, customers, and business partners for any information about competitors that they are legally permitted to share. However, you should not ask for or encourage them to share any information that would violate a non-disclosure agreement or put them at risk of violating confidentiality duties that they owe to another. You should never induce or attempt to induce someone (such as a former employee of a competitor) to breach confidentiality duties that he/she owes to others. If you are a former employee of a Teradata competitor, then you are prohibited from disclosing or using any of your prior employer's confidential information or trade secrets in connection with your Teradata job, and if you are asked to share such information, you should not do so and should respond by indicating that you are prohibited from doing so under a non-disclosure agreement with your prior employer and under Teradata Policies.

6. We avoid conflicts of interest.

We all are dedicated to making Teradata successful, and “achievement” is one of our key Behavioral Qualities. Conflicts of interest can interfere with our ability to be properly dedicated to the interests of Teradata, our success, and our achievements. Conflicts of interest must be

avoided. Conflicts of interest develop when our personal, family, or financial interests interfere, or even appear to interfere, with our ability to make objective business decisions in the best interests of Teradata. We all must avoid any situation where we feel torn between our loyalty to Teradata and non-Teradata interests.

Conflicts of interest typically arise in the following situations:

- Exchanging gifts and entertainment.
- Doing business with family or friends.
- Employment outside the company.
- Making private use of corporate opportunities.

Gifts and Entertainment

Gift-giving practices vary around the world. Business gifts and entertainment are courtesies designed to build good working relationships and goodwill with customers and business partners. Gifts are inappropriate, however, if they create an obligation or are given with the intent to improperly or corruptly influence a business decision.

Gifts are permitted if they are:

- Nominal in value.
- Infrequent.
- In good taste.
- Unsolicited.
- Not cash or cash equivalents.
- Comply with applicable laws, regulations, and Policies with respect to both the giver and the recipient.

Gifts include items of value, travel, lodging, goods, services, meals and entertainment, or anything offered or given because of, or in connection with, a business relationship.

These rules do not change during holidays. They apply year-round, as well as to associates and business partners and to their spouses, partners, and family members with respect to any entities with which Teradata conducts or proposes to conduct business or has other dealings.

If you are offered a gift or entertainment that is not allowed or is over the value of threshold amounts set forth in Teradata Policies, then you should politely explain that Teradata Policies do not permit you to accept it. If you find yourself in a situation where refusing such a gift would embarrass or offend the person offering it, then you may accept the gift on behalf of Teradata (not for yourself), and then report it immediately to your manager; in which case, the manager should discuss it with the Teradata Ethics & Compliance Office – which often will result in the item being used by Teradata (rather than by the individual or the manager) for some Teradata-related purpose, such as a gift to charity. Many Teradata customers and business partners also have their own policies, codes of conduct, and rules that govern what gifts and offers of gifts they permit their employees and other representatives to receive. You should respect those, not offer gifts that would violate them, ask about them before offering such gifts, and make offers of business gifts contingent upon them being permissible and approved by the recipient's employer. The important thing to remember regarding this subject area is that you cannot offer, give, or

receive anything that would compromise – or appear to compromise – the recipient’s ability to make objective, fair, impartial, and balanced business decisions that are in the best interest of his/her employer.

When dealing with government customer representatives (whether they are connected with the United States government, another country’s government, state/provincial/local government, a wholly or partially government-owned enterprise, or an international agency), you must be particularly cautious. Laws prohibit some government employees from receiving anything of value, even a modest lunch or a token item (such as a meal or promotional item bearing the Teradata logo). Employees who work with government employees, officials, accounts, or contractors are responsible for knowing and complying with the applicable rules and regulations. Teradata has mandatory training for employees who deal with government customer representatives in the United States and publishes a special Ethics Guide for them. If you are ever in doubt about whether the offer or providing of a gift, travel, food, beverages, or entertainment of a government customer representative is 100 percent compliant with all applicable laws, regulations, and rules, then you should consult with the Law Department before you act.

Doing Business with Family and Friends

A conflict of interest may arise if you (or your spouse, relative, or close friend) have a personal stake in a company that supplies or seeks to supply goods or services to Teradata, is a Teradata customer or prospect, or competes with Teradata.

If you find yourself in that situation, you must not use your position to influence the selection or bidding process or negotiations involving that party in any way. If you are directly involved in supplier selection, and the potential conflict involves a supplier or potential supplier, then you must notify your manager immediately, and remove yourself from the decision-making process. If you have a relative or close friend who works for a competitor, you need to notify your manager, and take extra precautions to avoid giving them access to Teradata confidential information and information systems, and avoid communicating with them about things covered by our competition/antitrust law compliance and insider-trading Code provisions and Policies. More often than not, when the relationship does not involve a direct and inherent conflict, we can address the potential conflicts of interest by making sure that taking proper precautions are top-of-mind and are implemented. You also will be asked in your certification of your reading of our Code and of your compliance with it during our regular training and certification cycles whether or not you have any conflict of interest exceptions to report or disclose. You should disclose any such relationships in your certification, and if such a relationship develops later on, you should promptly report it in a written update, such as by email, to your manager and the Teradata Ethics & Compliance Office. Disclosure and transparency are critical to recognizing, minimizing, addressing, and avoiding conflicts of interest.

In addition, in accordance with the Teradata Policy on employment of family members, you may not hire, supervise, or otherwise oversee a family member or a person with whom you have a romantic relationship, absent approval in advance and in writing by the company’s Vice President of Human Resources. If you have any such relationship, or are aware of any such relationship, and it involves a person who is hiring, supervising, or overseeing the other person involved in the relationship, then you must report it immediately so that the hiring, supervisory, and/or overseeing relationship between the two people can be changed or otherwise addressed. Not disclosing the conflict of interest is not an option; failure to disclose the conflict or potential conflict is itself a violation of our Code and Policies.

Outside Employment and Investments

Taking employment outside of Teradata or holding a major stake in a Teradata competitor also may create a conflict of interest for Teradata associates.

Full-time Teradata employees may not conduct any non-Teradata business that interferes with the proper performance of their employment with Teradata, such as by conducting outside business during their Teradata working hours or using Teradata property, equipment, networks, information, or other resources for non-Teradata business uses. In addition, employees must not take outside employment as an employee or contractor with, or make a major investment in, or grant a loan to or accept a loan from a competitor, customer, or business partner of Teradata, without disclosing the potential conflict and having such approved in advance. If you have such relationships, then you should disclose them to your manager and the Teradata Ethics & Compliance Office and during your Code of Conduct certification so that they can be evaluated and addressed. Again, more often than not, we can address these situations by communicating about what the boundaries, expectations, and requirements are, but failure to disclose them is a violation.

Corporate Opportunities

In some cases, through your position at Teradata you may become aware of an opportunity to make a purchase or investment in which Teradata might be interested. You must promptly notify your manager of the opportunity to allow Teradata to evaluate the opportunity and, if Teradata opts not to pursue that opportunity, then you must seek and obtain written approval from your manager and the Teradata Ethics & Compliance Office before you act on it for yourself and before you refer it to some third party.

Handling Conflicts of Interest

Teradata recognizes that a conflict of interest may develop without bad intentions and that changes in circumstances may arise that create a conflict or the appearance of a conflict of interest where none previously existed.

The important thing to remember regarding this subject area is that as soon as you become aware of a possible conflict of interest situation, you must disclose it to your manager. The manager, in consultation with Human Resources, the Law Department, and/or the Teradata Ethics & Compliance Office, will determine what must be done to resolve it, or will give you approval to proceed with assurances that proper precautionary actions will be implemented by you so that a potential conflict of interest will not become an actual one.

Because it is impossible for our Code to list every situation you might face that could create a conflict of interest, you are expected to comply with both the spirit and the letter of this Policy area. When in doubt, make the disclosure, and ask first – visibility and transparency are the best ways for you and for Teradata to avoid conflict of interest problems.

7. We protect assets.

Teradata assets – its information, facilities, equipment, materials, property, technology, and reputation – have been acquired through the hard work and dedication of our entire team. We all have an interest in the continued success of Teradata, and we all are accountable for that success. We all have an obligation to protect all of our assets from theft, damage, loss, and misuse, and to ensure that they are used only for Teradata and Teradata-approved purposes.

While associates occasionally may make limited personal use of certain Teradata equipment, networks, and other resources consistent with Policies and instructions from their managers (such as to perform occasional routine personal tasks, make a few personal phone calls, send an occasional personal e-mail message, or make an occasional personal copy), non-occasional, non-routine, or extensive use of Teradata time, assets, or resources for personal purposes is not permitted. Anything more than minimal use of Teradata resources for personal or not-Teradata approved community or charitable purposes must receive prior approval from your manager.

Our Code, Values, and Behavioral Qualities apply to both business use and permitted personal use of Teradata assets. This means that you should not use Teradata assets at any time for anything that violates our Code or Policies, such as for pornography, discrimination, harassment, retaliation, threats of violence, illegal gambling, prostitution, or any illegal activities. If you are in doubt about whether the amount, type, or content of personal use of Teradata assets is proper or permissible, please discuss it with your manager, obtain approval in advance, and refrain from using Teradata assets for such purposes until after you have received permission to do so.

Computer and Communications Systems

The Internet obviously is a key business tool in our industry. However, its use at work, at a customer site, at a business partner site, on a Teradata or customer computer, or on a Teradata or customer network must be consistent with our Behavioral Qualities of “respect,” “trust,” and “accountability.” As set out in our Policies, you may not use either Teradata’s information technologies (equipment, software, or networking resources) or the information technologies of a customer or business partner to gather or distribute offensive, sexually-suggestive, discriminatory, harassing, pornographic, or other inappropriate data or information, whether during or after work hours. This applies whether you deem it to be minimal personal use or not – never use Teradata, our customers’, or our business partners’ resources for such purposes.

E-mail messages, text messages, instant messages, blog comments, twitter messages, social networking site communications, and voicemail messages produce an easily-forwarded, traceable, and recoverable record of communications. As a result, all messages, regardless of format or channel, which refer to or involve Teradata, or use Teradata resources and are to or from Teradata, associates, customers, or business partners, should be composed with the same care you would take in composing a letter on the company’s letterhead. We should not use Teradata, customer, or business partner e-mail systems, text messages, instant messaging, and other forms of electronic communications to advance personal or partisan political views, communicate inappropriate jokes or inappropriate sexually-explicit or offensive statements, or conduct business for another organization. The use of profanity, derogatory remarks, discriminating or harassing comments, or abusive language in such communications is prohibited. Keep in mind that what you say in e-mails, instant messages, text messages, voicemails, social networking communications, and other forms of electronic communications using Teradata, customer, or business partner resources, and what is stored on Teradata, customer, or business partner computers or back-up media, whether for Teradata business use or for otherwise-permissible minimal personal use, might be seen by others, be the subject of external and internal investigations, or be subject to legally required disclosures. A good rule of thumb to keep in mind and apply to the content of communications and documents using those resources or that refer to or involve Teradata is the Billboard Rule – that is: “If it appeared on a public billboard for others to read without any other context, would it be perceived as consistent with our Values, Behavioral Qualities, and Code of Conduct?” If not, then don’t use it, send it, or post it.

Also, to maintain the security, integrity, and the business purposes of our information technologies, we all need to take necessary actions to safeguard passwords and identification codes to prevent unauthorized access to Teradata, customer, and business partner information systems.

Teradata reserves the right to block offensive, illegal, and non-business-related sites and, to the maximum extent permitted by law, monitor and intercept the content of any messages transmitted or stored through/in its systems, including information that has been deleted by users or sent over Teradata networks. You should not expect privacy (beyond that required by applicable laws) when using e-mail, the Internet, or other forms of electronic communications on Teradata, customer, or business partner computers or networks. The company may monitor the use of Teradata assets to ensure they are used responsibly, professionally, and in compliance with laws, our Code, and our Policies. Monitoring activities, when undertaken, will, however, comply with any statutory requirements, privacy laws, our Values, our Behavioral Qualities, and our Code. This means that Teradata will be respectful of your privacy; but, in turn, Teradata expects and requires that you will be respectful of the conditions and limitations that apply to your use of Teradata resources and the resources of its customers and business partners.

If you receive offensive or sexually-suggestive communications which violate our Code of Conduct, you should instruct the sender not to send such communications to you in the future, and you should not forward those communications to others (other than your manager, Teradata Information Technology Security, or the Teradata Ethics & Compliance Office to report a repeating violation). If the communication is particularly offensive or recurs after you have requested that it be stopped, then you should notify your manager and/or the Teradata Ethics & Compliance Office immediately.

Insider Trading

We have access to information about Teradata and the companies with which we conduct, or may propose to conduct, business that others may not have. This knowledge may include non-public information that might influence an investor to buy, sell, or otherwise trade in a company's securities (including stocks and options of Teradata or other companies involved), such as non-public information about acquisitions, divestitures, management changes, or financial results or projections.

Insider trading is the illegal act of buying, selling, or otherwise trading in securities while in the possession of material non-public information about Teradata, its customers, its business partners, or others with which Teradata has or is considering a business relationship (such as companies with which Teradata is considering a merger or acquisition). It is a serious violation of our Code, the Teradata Insider Trading Policy, and United States securities laws, and could subject the individuals involved to immediate termination and potential criminal prosecution.

Also, tipping is a violation of our Policies, Code and securities laws, with the same consequences. Tipping occurs when you provide material non-public information to someone else, even inadvertently, and that person acts on the information, or tips others to act upon the information to buy, sell, or otherwise trade in securities. Each of us must be careful not to disclose any non-public information about Teradata, our customers, our business partners, or others with which Teradata has or is considering a business relationship to family members, friends, or other third parties.

Under the Teradata Insider Trading Policy, certain associates will be treated as restricted insiders and automatically blacked-out from trading during certain periods. If you have questions or

concerns about trading in securities while in possession of inside information or while serving in a restricted insider role, consult the Teradata Insider Trading Policy and, if still in doubt, contact the Law Department for more guidance before you act.

Company Reputation

Teradata encourages all associates and business partners to participate in community and political activities. However, any involvement in partisan political activities must be done on your own behalf and not on the company's behalf, time, or premises (except for particular legally permissible Teradata political-related activities that are managed and approved in advance by Teradata's Government Affairs Office).

The laws and regulations governing political contributions and political activities by corporations in many of the places where Teradata does business can vary and be complex. However, as a general rule, we may not do anything that would make it appear that Teradata is supporting a candidate for election, political party, or political initiative without the advance written approval of the Teradata Government Affairs Office. For example, you should not make political contributions or purchase tickets/admissions to political fundraising/support events in the Teradata name or with any use of company credit cards or accounts, place political signs or banners on Teradata property, or hang political posters in Teradata workspaces.

Political contributions include cash contributions, tickets/admissions to political fundraising/ support events, and the use of other resources. Therefore, you must use your own time and resources, not Teradata time and resources, for your personal political activities – except those that are legally permissible and have been approved and vetted by the Teradata Government Affairs Office. For example, you should not use a photocopier at a Teradata office to make copies of solicitations, brochures, or invitations for a political party, campaign, or election; you should not make campaign-related vote or contribution solicitation telephone calls on Teradata telephones; and you should not send out campaign-related vote or contribution solicitation e-mails or other forms of electronic communications from Teradata computers or through Teradata networks – unless you obtain written permission from the Teradata Government Affairs Office ahead of time.

Except as set forth in Teradata Policies for company-sponsored community/charitable activities, or where approved in advance by Teradata management or the Teradata Community Relations Office, more than a nominal amount of community and charitable activities must be done on your own behalf and in accordance with Teradata Policies regarding the use of Teradata resources. We have adopted very progressive initiatives and Policies through which Teradata supports charities and the communities in which we operate and engages in company-sponsored support of charities and communities, and we even have a Policy that offers and encourages associates to use company paid time off to perform charitable/community volunteer service. However, the amount of Teradata resources used for such purposes must be managed, implemented, and prioritized so that it is consistent and compatible with the accomplishment of our other business objectives and so that it does not rise to the level of creating a conflict of interest.

Confidential/Proprietary Information

Information is a key Teradata asset. It includes our intellectual property and other protected information, such as:

- Trade secrets, other confidential information, patents, trademarks, and copyrights.

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- Research and development, including inventions, patent applications, and engineering records.
 - Network management information.
 - Business, marketing, and service plans.
 - Customer and prospective customer identities.
 - Pricing and other quote, proposal, and contractual terms.
 - Merger and acquisition candidates.
 - Unpublished financial data, reports, and projections.
 - Information subject to written non-disclosure/confidentiality agreements.

While sharing information often is necessary, we all need to protect information belonging to Teradata, keep it from being exposed to unauthorized people, and ensure that it is used only for legitimate Teradata business purposes. Also, we must protect proprietary information belonging to companies with which we conduct business, such as our customers and business partners, against unauthorized disclosure and use.

Also, we must protect the privacy of personal information entrusted to Teradata by our associates, customers, and business partners. Therefore, you must take all reasonable precautions to ensure that private information provided to Teradata is treated with care and respect. It should be used only for legitimate business purposes, and only accessed by those who need to know it to do their jobs. Observe all applicable laws regarding associate information, including those that limit the movement of personal data across national borders. Because confidential information is not always marked as such, if you are uncertain about whether use or disclosure is proper, then you should review applicable Teradata Policies regarding protecting information, and ask your manager or ask the Teradata Law Department before you use or disclose the information.

Third-Party Intellectual Property

An important part of protecting Teradata intellectual property rights involves understanding and respecting others' intellectual property rights, and Teradata not violating those rights (either intentionally or inadvertently) or waiving Teradata rights. For example, some of the same open source computer code license terms, which make certain intellectual property freely available to us, also can mean that related, or perhaps unrelated, Teradata intellectual property might be placed in the public domain if open source computer code is embedded in our products in certain ways, or is not used in accordance with certain requirements that are necessary to avoid that consequence. Because of the complexities of this area and the potentially significant impact of it on Teradata, Teradata has developed and follows a disciplined process and standard operating procedure for the approval of use of open source computer coding. Failure to follow that process and those procedures can result in Teradata intellectual property being made publicly available to others, including our competitors. Teradata associates and contractors must follow this process and those procedures, and obtain approval in advance to incorporate open source computer code into Teradata software offerings. If in doubt after reviewing our open source Policies and standard operating procedures, please consult with the Intellectual Property Group of the Law Department for further guidance.

In addition, intellectual property infringement, particularly if knowing, willful, or intentional, can result in significant financial liabilities and risks to Teradata, significant legal fees, restrictions on imports/exports of Teradata products, other governmental penalties and sanctions, and court orders prohibiting infringing products from being made, used, sold, or distributed. In the global

high-tech industry in which we operate, it is common for companies to license intellectual property to others through written agreements. When we use third-party intellectual property or allow others to use our intellectual property, it must be done only in compliance with laws and within the scope permitted by written license agreements. If you are in doubt about whether something is third-party intellectual property, whether Teradata has a legal right to use it, whether Teradata is licensed to use or distribute third-party intellectual property, or what the scope of permissible licensed uses is, contact the Intellectual Property Group of the Law Department to get an answer before you act. Similarly, contact the Intellectual Property Group of the Law Department if you suspect that someone else might be infringing Teradata intellectual property rights.

8. We protect data.

Teradata has built a well-deserved reputation as a customer-dedicated organization that has earned the trust and respect of our customers. We must uphold that trust and respect by protecting the confidentiality, integrity, and availability of data. Each of us must follow all relevant procedures for processing and handling confidential data, such as:

- Allowing access only to those persons authorized by Teradata for Teradata data and authorized by our customers for customer data.
- Closely guarding passwords and the technology accessed with those passwords.
- Resisting the instinct to be immediately helpful when unverified or unauthorized people seek access to data, such as through pre-texting or phishing attempts.
- Maintaining careful backups in accordance with our data management Policies.

If you become aware of a data security breach, no matter how minor, you have an obligation to Teradata and our customers to report it immediately so that we can address and limit any damage, make any filings/disclosures required by applicable laws, regulations, or contracts, and take steps to comply with other data and privacy protection laws and regulations, as quickly and completely as possible. Ignoring data security breaches is not an option.

9. We keep accurate records.

Our business requires accurate information. To fulfill our obligations and to be accountable to customers, associates, business partners, shareholders, and governmental authorities, we must keep full, fair, accurate, and timely books and records of all business transactions. Accurate records are critical to Teradata fulfilling its financial, legal, and reporting obligations. Each of us must do our part to ensure that our reports to government agencies are accurate and complete. As noted above in our Code, the Foreign Corrupt Practices Act (FCPA) and other anti-corruption laws also make complete and accurate record keeping a global legal requirement.

As Teradata associates, regardless of our positions or job responsibilities, it is our obligation to make certain that Teradata books and records are accurate. Each of us affects the accuracy of Teradata financial statements directly or indirectly. We need to ensure that all of the reports we make – including the recording of time-worked, business expenses incurred, and all other business related activities – are not falsified or forged in any way. If you use a Teradata expense account or a company-provided or company-sponsored credit card, company purchasing card, or company account, you must make certain that you use it only in accordance with our Policies and that reports concerning them are filed on time and are accurate. If, after checking relevant Policies, you are unsure whether a certain expense is a legitimately reimbursable business

expense or is permitted by our Policies, then you should ask your manager before you act and before you submit a reimbursement claim for it. If the manager is uncertain, then he/she should consult with the appropriate Finance organization representative to get a clear answer in advance. We must never book or process a transaction or payment, including recognizing orders and recognizing revenue, without the full and appropriate underlying documentation, and without all approvals required by our Policies. Falsifying, forging, or back-dating books, records, orders, contracts, approvals, invoices, acceptances, or any documents used in connection with revenue recognition always is wrong, will not be tolerated, and will result in strong disciplinary action against the violators, such as immediate termination of employment. Each of us must cooperate fully with financial controls personnel, proper revenue recognition assurance personnel, and internal and external auditors in efforts to audit and verify accuracy and compliance with respect to the company's books and records.

Properly maintaining corporate records after they are created also is very important. To address this issue, Teradata has adopted a Record Retention Policy, which describes how to maintain records for required periods and destroy them when they are no longer needed. If you are unsure about what records you need to maintain and for how long, please review our Record Retention Policy and make certain that you follow the record retention schedule for your area or for the types of documents with which you work. Also keep in mind that in the event of actual or threatened legal proceedings or government investigations, a legal hold might be placed on certain documents (including all copies/versions of electronic communications and electronically stored documents). In these cases, you will be contacted by the Law Department, and you must retain all relevant records that are subject to the legal hold, irrespective of the otherwise-applicable retention schedule, and you must follow the advice and direction of the Law Department regarding how those records should be handled. We do not tolerate hiding, altering, or destroying records that are covered by our Record Retention Policy or by legal holds – they must be disclosed in unaltered form to the Teradata Law Department and/or our auditors upon request.

10. We apply our Code of Conduct and Policies consistently.

Our Code of Conduct applies to all of us, and all of us must follow it. In very rare special circumstances, it may be appropriate for Teradata to waive or alter a provision of our Code or a provision of a Policy. For example, such might be appropriate where a conflict has arisen between the law and the application of a provision of a Policy under certain circumstances or in a certain country, or where there is a conflict between application of one provision of one Policy and another provision in another Policy – an ethical dilemma where doing something would violate one Policy provision, but not doing it would violate another. This also might occur where a Policy has become out of date with respect to new or emerging accounting standards or legal requirements, guidance, or interpretations. In any event, if you encounter circumstances where you think that such an ethical dilemma or contradiction has arisen, then you should raise the issue with your manager immediately, and the manager should raise it with other appropriate responsible Teradata resources (if uncertain as to whom that might be, raise it to the Teradata Ethics & Compliance Office), and you should obtain direction before you act. These kinds of circumstances may lead to written Policy changes, clarifications, or written determinations about how the Policy should be applied or interpreted under the circumstances, or a determination that a Code or Policy waiver is appropriate to address the specific circumstances at issue. Except for Policy deviation approvals, which are expressly provided for in our Policies, all Code of Conduct and Policy waivers require the advance written approval of the Teradata Law Department. In addition, only the Audit Committee of the Teradata Board of Directors may waive compliance

with our Code by Teradata executive officers and Board of Directors members, in which case Teradata also promptly will disclose any such waivers to the extent that such is required to be disclosed. This means that we hold everyone from the top down at least to the same minimum standards of conduct and that Teradata imposes heightened standards, oversight, and transparency requirements for executive officers and Board of Directors members. Where there is good, legitimate cause for a Policy deviation, it will be granted not based on the involved person's position, but solely on objective legally reviewed standards.

11. We do the right thing – always.

Our Values, Behavioral Qualities, Code of Conduct, and Policies express what Teradata expects of all of us. Trust has been placed in us. Trust to do the right thing. Trust that is continuous, pervasive, and not debatable. We either earn that trust, or we don't. We earn it by asking questions and getting answers before we act, and by standing together with courage against wrongdoing. We earn it by living the Teradata Values of "integrity" and "accountability." We earn it by upholding our company's reputation as a "customer-dedicated," passionate company, which does business the smart way and the right way. We earn it by doing the right thing – always. And as we earn it, we continue to build a bright future for our company, our shareholders, our business partners, our communities, our customers, and ourselves. If something doesn't feel right, doesn't seem right, doesn't look right, or doesn't sound right, or if our Values, Behavioral Qualities, Code, and Policies don't clearly address it, then we deal with it by erring on the side of doing the right thing – always.

Ethics and Compliance Resources

What Ethics & Compliance Contacts and Resources are available to you?

The Teradata Ethics Helpline

By telephone toll-free 24-hours-per-day at 866-455-0993 (outside of the United States, call toll free through AT&T Direct) or by the Internet at **www.integrity-helpline.com/tdhelp.jsp**. Here, you can make good-faith reports of suspected violations, or raise ethics and compliance concerns and questions, do so in multiple languages, anonymously and confidentially if you choose, and without fear of retaliation.

The Teradata Ethics E-Mail Inbox

By e-mail at **et230068@teradata.com**. Here, you can make good-faith reports of suspected violations, raise ethics, and compliance concerns and questions, confidentially if you choose, and without fear of retaliation.

The Teradata Ethics & Compliance Office and Chief Ethics & Compliance Officer

Todd Carver, by telephone at 937-242-4718, by e-mail at **todd.carver@teradata.com**, or by mail at 2835 Miami Village Drive, Miamisburg, Ohio (USA) 45342.

The Teradata Law Department

Laura Nyquist, by telephone at 937-242-4845, by e-mail at **laura.nyquist@teradata.com**, or by mail at 2835 Miami Village Drive, Miamisburg, Ohio (USA) 45342. For issues related to dealing with government agencies, officials, or contractors in the United States, you may contact the Teradata Law Department's Chief Counsel for Teradata Government Systems, Brian Fisher, directly by telephone at 301-820-4510 or by e-mail at **brian.fisher@teradata.com**.

Teradata Internal Audit and Director of Internal Audit

Sander Wechsler by telephone at 937-242-4665, by e-mail at sander.wechsler@teradata.com , or by mail at 2835 Miami Village Drive, Miamisburg, Ohio (USA) 45342. Issues regarding financial irregularities can be dealt with directly through this resource.

Teradata Corporate Security

Richard Gremling by telephone at 937-242-4568, or by e-mail at richard.gremling@teradata.com , or by mail at 2835 Miami Village Drive, Miamisburg, Ohio (USA) 45342. Issues regarding security, theft, or the like can be dealt with directly through this resource.

Teradata.com

Our global external web site at www.teradata.com/t offers information about Teradata corporate governance Policies and practices (or directly by linking to www.teradata.com/corporategovernance), and about Teradata's other corporate social responsibility, sustainability and environmental protection Policies, practices, and initiatives (or directly by linking to www.teradata.com/t/corporate-social-responsibility). Corresponding non-English language and country-specific external web sites also are available.

Teradata.net

Our global internal/associate web site is at iis.teradata.net.teradata.com/teradata.net . From within this site, Teradata associates can access:

- Teradata Policies.
- The Teradata Law Department internal web site.
- The Teradata Ethics & Compliance internal web site.

Corresponding non-English language and country-specific internal web sites also are available.

What Are Red Flags or Warning Signs of Potential Code Violations?

Red Flags

The presence of one, a few, or even many Red Flag items with respect to a person, matter, or transaction does not necessarily mean that a violation has occurred or will be found, nor is any list of Red Flags exhaustive of all possible indicators that there might be a heightened risk of violations. Violations might be found even where no Red Flags were detected. However, identifiable Red Flag items often are associated with, or suggest that there may be a heightened risk of:

- A violation.
- A need to monitor/audit/investigate so as to detect or avoid a violation.
- Someone needing help to deal with the circumstances so that they can avoid and not be tempted to commit violations.

When multiple Red Flag items exist with respect to an individual, matter, or transaction, the Teradata people responsible for managing that individual, matter, or transaction should closely monitor and scrutinize the individual's activities and the transactional submissions for potential Ethics & Compliance issues and violations, and should engage other relevant Teradata subject matter experts (e.g., Human Resources, Internal Audit, the Law Department, Corporate Security, or the Ethics & Compliance Office) as applicable and appropriate to assure that violations are avoided and/or detected and addressed. Other co-workers who observe such Red Flag items

should report them to his/her manager, his/her human resources representative, or the Teradata Ethics & Compliance Office so that they can be discussed with the responsible manager and so that an assessment can be made regarding how best to take steps to help assure that Ethics & Compliance violations are avoided, detected, and/or addressed.

Red Flags of Harassment and Discrimination

- Offensive, inappropriate, demeaning, or unwelcome comments and/or jokes in or connected with the workplace (including in e-mails and other electronic communications using company resources) regarding sexual conduct, sexual attractiveness, sexuality, sexual-identity, gender, age, race, national origin, religion, disability, or other legally-protected category of people.
- Offensive, inappropriate, and/or demeaning sexual, pornographic, or racist pictures in or connected with the workplace (including as e-mails, email attachments, web links, web browsing, and other forms of electronic communications using company resources).
- Offensive, inappropriate, demeaning, or unwelcome touching of and/or repeated suggestive leering at co-workers.
- Verbal abusiveness.
- The potential harasser/discriminator has a history of other harassment/discrimination allegations made against/about him/her.
- Threats, blackmail, or taunting through which the potential harasser/discriminator suggests that if the victim tells anyone else of the potential harasser's/discriminator's acts/overtures that no one will believe the victim; the potential harasser/discriminator will retaliate against the victim; or the potential harasser/discriminator will falsely tell the victim's spouse, family, and/or manager that the victim consented to and/or voluntarily engaged in the conduct.
- The potential harasser has a history of engaging in sexual relationships with co-workers, and particularly where such a sexual relationship may have started by mutual consent, but the potential harasser continued to pursue, or took or threatened to take, retaliatory action after the co-worker communicated that he/she did not wish to continue the sexual/romantic relationship and/or no longer consents to continuation of the sexual/romantic relationship, or where the past sexual/romantic relationship was with a subordinate co-worker, or where the potential harasser had a duty to disclose a conflict of interest due to the sexual/romantic relationship but failed to do so.
- The potential harasser/discriminator makes dismissive comments about Policies and Policy compliance.
- The potential harasser/discriminator positions himself/herself as the victim when confronted, and/or he/she attacks the investigators.

Red Flags of Individual Fraud

- The individual is in the office at odd hours for no apparent legitimate business purpose.
- The individual is discreetly accessing/copying company records for no apparent legitimate business purpose and/or company records that are not related to his/her job responsibilities.
- The individual's lifestyle reflects that he/she is living beyond his/her means.
- The individual lacks personal stability; the individual is experiencing an emotional trauma in home life or work life; the individual is facing undue/unreasonable family, company, community, financial, or lifestyle expectations.
- The individual consistently tries to beat the system, compromise/manipulate processes, and/or exceed his/her authority.

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- The individual has a criminal/questionable/falsified/over-stated background.
 - The individual has a poor credit rating, poor financial status, high debts, financial losses, and/or is avoiding debt collectors.
 - The individual misuses company credit cards or company accounts for personal activities, or abuses his/her own or others' credit cards or bank accounts.
 - The individual rationalizes/excuses his/her non-compliant behavior as being something to which he/she should be entitled or as being something that should be offset/ignored because of his/her other compliant behavior or by his/her achievements in other areas.
 - The individual has made observable, unexplainable changes to his/her behavior patterns.
 - The individual gambles excessively.
 - The individual abuses alcohol and/or drugs.
 - The individual communicates an excessive obsession for self-enrichment and personal gain.
 - The individual often is careless or reckless with facts and often enlarges/overstates the facts, or he/she makes intentional misrepresentations/fabrications.
 - The individual has been caught cheating on small matters (e.g., if the person can't be trusted to comply with a \$25 requirement on a travel and entertainment reimbursement claim, should he/she be trusted when more is involved or at stake?).
 - The individual has undisclosed conflicts of interest.
 - The individual breaches confidentiality obligations.
 - The individual arranges or is involved in transactions/payments that involve unusual/unexplainable timing, amounts, and/or third parties.

Red Flags of Bribery, Corruption, and other FCPA Violations

- The transactions involve large sales to government agencies or state-owned enterprises with high unit price and low frequency.
- There are requests for payments to be made in a country other than the country in which the transaction occurs.
- Payments to third parties appear to be excessive for the amount of services, type of services, and/or value of services rendered by them.
- The details of activities, the amount of time to be spent, the deliverables to be provided, the frequency of written reports/updates, and the value-add of intermediaries/agents/representatives are unspecified or are vague under the written contract, or there is no written contract at all.
- Losing competitive bidders are hired as subcontractors, or third parties who are involved in managing/consulting on the bidding process are later hired as subcontractors or consultants by the winning bidder, or are provided with a referral fee by the winning bidder.
- One potential supplier is given unexplainable favorable/unbalanced treatment over others during the bid process.
- A successful bidder or subcontractor lacks experience/credentials/creditworthiness for the opportunity.
- The country where the transaction takes place has a history of public corruption.

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- There has been a history of, or rumors of, unethical behavior by involved agents or employees.
 - There has been excessive pressure for sales, without corresponding and appropriate ethics messaging and reinforcement that the sales must be achieved and the revenue recognized only if and when done in a totally legal, legitimate, and non-corrupt fashion.
 - There is a history of the people and/or the people's managers having failed to report and respond to bribery/corruption issues raised by others.
 - There is a lack of transparency to and documentation of all third-party contracts, side agreements, payments, and promises.
 - There is a questionable characterization of charitable or campaign donations, which actually may be for the personal or political benefit of an official or his/her family in exchange for favorable treatment.
 - Refusals by involved people/business partners to certify their compliance with the United States Foreign Corrupt Practices Act (FCPA).
 - Evasive/tangled ownership and control structure of entities involved and their inter-relationships, and evasiveness/non-transparency with respect to answers to questions regarding the true ownership, control, and interrelationships between involved entities.
 - Arrangements, requests, or contracts that have payments made to a party other than the ones named in the contract or the ones that actually provide the products/services at issue.
 - Cash payments are involved.
 - Payments are broken-up into incremental payments, which in aggregate exceed authority levels or enable the avoidance of disclosure, supporting documentation requirements, controls, or scrutiny.
 - Payments to/from individuals or to/from their personal accounts, rather than to/from the companies involved and to/from their company accounts.
 - Lack of documentation and receipts for business entertainment of officials, and lack of full disclosure of who was entertained, who else attended, where, for what, and for how much.
 - Unusually high commissions, referral-fees, marketing fees, or success fees are involved.
 - An official has instructed/requested that a particular agent/subcontractor be used or that a friend or relative be given a job, particularly where the Teradata person who received the request did not immediately disclose such to his/her manager, the Law Department, or the Ethics & Compliance Office.
 - The people involved display an attitude that "we will bend the rules just once," or that "we don't need to follow the rules," or that "we can get around the rules and Policies through unorthodox/misleading arrangements/structures/characterizations."
 - The involved people ignore the adage that "if it seems too good to be true, then it probably is too good to be true (or legitimate)."
 - There are attempts to excuse conduct on the basis that "everyone else does it," or "our competitors do it," or "in-country entities that aren't controlled by a United States company don't have to follow these standards, so we shouldn't have to either."
 - The transaction involves the providing of trips, vacations, gifts, and/or in-kind (non-cash) things of value to an official or his/her family/friends, and/or the mischaracterizing of the true details and nature of such (e.g., falsely casting personal trips/gifts as business trips/gifts, or

having a pretext/incidental business purpose/activity for a trip when it actually is primarily for vacation/entertainment purposes – an exotic vacation destination for a business trip or an unexplainably long stay for a business trip should attract particular scrutiny); having an official's spouse, partner, or family member attend and/or have their expenses paid for when the trip is characterized as having been primarily for legitimate business purposes.

- Failure to follow Policies and procedures for approvals of contracts, for screening, due diligence and engagement of or forming relationships with third parties, and/or for procurement activities.
- Off-the-books pools of money (slush funds) for which detailed records and verifiability of compliant uses do not exist or are not made transparent to the company's financial controls and audit personnel.
- The books, records, and contracts within the person's scope of responsibilities do not fully, fairly, and accurately reflect the true nature, purposes, activities, amounts, dates, and entities involved.

What are some real-world examples that can help me understand how to apply our E&C rules?

QUESTION/SCENARIO: A customer wants an invoice immediately for a delivered Teradata product so that the customer can initiate payment during the current fiscal period. The Teradata account executive for that customer contacts the Teradata Order Management Group to try to get the issuance of the invoice expedited, but is told that the invoice cannot be issued through Teradata systems until later than desired by the customer. Is it okay for the account executive (on his/her own without further communications with and or approval by his/her manager, the Teradata Order Management Group, and the Teradata CFO organization) to create an off-line invoice and provide it to the customer?

ANSWER/GUIDANCE : No. Invoicing controls and process requirements are key financial control points for Teradata. Issuing a non-approved, non-controlled, off-line invoice (even if requested by the customer and even if it is otherwise accurate) constitutes a falsification of records and should not be done. The proper action for the account executive to take is to escalate the issue to his/her manager, Teradata Order Management Group management, and CFO organization management to try to find a compliant, approved solution. The creation and issuance of an unapproved, non-controlled, off-line invoice can result in the customer also receiving the official system-generated invoice later; Teradata being unable to correspond the customer's payment of the off-line invoice to the official system-generated invoice; double payment of both invoices by the customer; and/or the adequacy and effectiveness of Teradata invoicing systems and controls being questioned. In the real-world circumstances upon which this scenario is based, the account executive was disciplined for having created and provided the unapproved, non-controlled, off-line invoice to the customer.

QUESTION/SCENARIO : A customer-signed certificate of acceptance is needed for revenue recognition. On the last day of the quarter, and without prior discussions with management about such, the Teradata account executive surprisingly comes up with and submits what appears to be a customer-signed certificate of acceptance. The manager would like to have the revenue recognized during the quarter, but, due to the circumstances and timing, he/she is skeptical about the authenticity of the certificate and the signature. What should the manager do?

ANSWER/GUIDANCE: The manager should contact the customer to thank him for his business, and ask if the customer signed a certificate of acceptance and provided it to the account executive. If the customer indicates that he/she did sign and provide the certificate of acceptance, then the issue is resolved. If, however, the customer indicates that he/she did not sign and provide the certificate of acceptance, then the revenue should not be recognized and the manager, along with human resources and/or the Ethics & Compliance Office, should confront the account executive for an explanation. If the account executive admits, or it is found that he/she falsified the certificate of acceptance, and forged the customer's signature, then strong disciplinary action, likely to be termination of employment, should be taken against the employee. Under the real world circumstances upon which this scenario is based, the manager called the customer and determined that the customer had not signed the certificate of acceptance, the revenue was not recognized at that time, the employee was confronted, the employee admitted that he had forged the document, and the employee's employment was terminated. The manager was commended for doing the right thing by paying credence to the Red Flag warning sign raised by the unusual timing of the document and the unusual fact that the account executive had not communicated with the manager about getting the certificate of acceptance, for taking steps to verify the authenticity of the document, and taking decisive action when the forgery and falsification of revenue-recognition related documents was discovered.

QUESTION/SCENARIO: An employee turns in what Internal Audit has identified as an unusual non-compliant travel and entertainment reimbursement request, although the violations with respect to that reimbursement request are minor (i.e., are for a small amount) and were caught before reimbursement was made to the employee. The employee contended that this was partly inadvertent error and partly his/her lack of understanding of what is properly reimbursable and non-reimbursable under company Policies. Is it appropriate for the employee's manager and/or Internal Audit to go back and review the employee's prior expense reimbursement claims, and/or give special review of the employee's future reimbursement claims for other violations in view of this one current, minor violation matter?

ANSWER/GUIDANCE: Yes. While minor inadvertent errors and Policy interpretations might occur and be explainable on a one-time basis (and be addressed through a "don't do it again" type of warning), such is a Red Flag warning sign of potentially more significant, longer-term violations. All employees who submit business expense reimbursement requests, and their managers, are responsible for reading, understanding, and complying with the company's business, travel, and entertainment expense reimbursement Policies, and, when in doubt, for getting answers/guidance before they submit or approve reimbursement requests. Our expense reimbursement Policies, processes, and requirements are not merely for cost control, but also are key financial control-points for many other aspects of our business, including regarding what can be treated and accounted for by the company as business expenses; what must be treated, accounted for, and reported by the company as earned income to the employee rather than as nontaxable reimbursements of legitimate business expenses; to assure that certain types and amounts of expenses, which violate other company Policies, are not incurred or reimbursed (e.g., impermissible gifts to or entertainment of government officials); and the like. In the real-world circumstances upon which this scenario is based, further review of the employee's past reimbursement claims revealed that the employee had turned in many reimbursement claims over an extended period of time that included significant amounts of clearly non-reimbursable personal expenses. The employee's employment was terminated, and remedial action was implemented with the manager to make sure that recurrence with others on his team does not happen again.

QUESTION/SCENARIO: Your uncle owns and runs a business that supplies a certain type of service, and you become aware that Teradata is in the market for that type of service. Can you refer the Teradata people involved in procuring that type of service to your uncle's business?

ANSWER/GUIDANCE: Yes, but, under our Conflict of Interest Policy, you must disclose your relationship when you make the referral, and you must otherwise remove yourself from the decision-making process regarding the selection of providers for that service, and from negotiating, implementing, or managing that service if it is procured from your uncle's company, and from being involved in approving payments to your uncle's company. Disclosure, transparency, and removing yourself from the related decision-making, management, and payment channel are the keys to being compliant under these circumstances.

QUESTION/SCENARIO: An official with a non-U.S. telecommunications company or bank that is partially government-owned (by a non-U.S. governmental entity) tells you that Teradata will get favorable treatment in a pending business opportunity if Teradata will: hire the official's son; award a subcontract to the official's brother's company; provide a charitable donation to a scholarship fund that benefits the official's niece; and/or cover the expenses for the official's family to accompany him on an otherwise legitimate business trip. What should you do?

ANSWER/GUIDANCE: You should decline the request, and immediately report it to your manager and the Teradata Law Department, and you and/or your manager should immediately report it to the Teradata Ethics & Compliance Office. The U.S. Foreign Corrupt Practices Act (FCPA) applies with respect to dealings with officials of state-owned enterprises, such as the telecommunications company or bank involved in this scenario. Trading, soliciting, or offering favorable treatment in business dealings with such officials in exchange for personal favors for the official or his/her family, whether in cash, cash equivalents, or in-kind (such as, under this scenario, providing a job, a subcontract, a charitable scholarship, or travel that benefits his family members) is prohibited and must be immediately reported.

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Subsidiaries of Teradata Corporation
December 31, 2009

<u>Entity</u>	<u>Organized under the laws of</u>
Teradata International, Inc.	Delaware
Teradata US, Inc.	Delaware
Teradata Operations, Inc.	Delaware
Teradata Government Systems LLC	Delaware
Teradata Taiwan LLC	Delaware
Teradata Argentina Holdings LLC	Delaware
Teradata Belgium Holdings LLC	Delaware
Teradata Bermuda Holdings LLC	Delaware
Teradata Brazil Holdings LLC	Delaware
Teradata Chile Holdings LLC	Delaware
Teradata Colombia Holdings LLC	Delaware
Teradata Egypt Holdings LLC	Delaware
Teradata India Holdings LLC	Delaware
Teradata Indonesia Holdings LLC	Delaware
Teradata International Services LLC	Delaware
Teradata Mexico Holdings LLC	Delaware
Teradata Netherlands Holdings LLC	Delaware
Teradata New Zealand Holdings LLC	Delaware
Teradata Philippines LLC	Delaware
Teradata Ukraine Holdings LLC	Delaware
TD Nameholder Corporation	Delaware
Teradata Argentina S.R.L.	Argentina
Teradata Australia Holdings Pty Ltd	Australia
Teradata Australia Pty Ltd	Australia
Teradata GmbH	Austria
Teradata Bermuda IP Holdings L.P.	Bermuda
Teradata Financing Holdings L.P.	Bermuda
Teradata Bermuda Holdings ULC	Bermuda
Teradata Bermuda Operations Holdings ULC	Bermuda
Teradata Belgium SNC	Belgium
TRDT Brasil Tecnologia Ltda.	Brazil
TRDT Brasil Holdings Ltda.	Brazil
Teradata Information Systems (Beijing) Limited	China
Teradata Canada ULC	Canada
Teradata Chile Tecnologías de Información Limitada	Chile
TDC Colombia Limitada	Colombia
Teradata Czeska republika spol. s r.o.	Czech Republic
Teradata Danmark ApS	Denmark
Teradata Egypt WLL	Egypt
Teradata Finland Oy	Finland
Teradata France S.A.S.	France
Teradata GmbH	Germany
Teradata (Hong Kong) Limited	Hong Kong
Teradata Magyarország Kft.	Hungary
Teradata India Private Limited	India
PT. TData Indonesia	Indonesia

<u>Entity</u>	<u>Organized under the laws of</u>
Teradata Ireland Limited	Ireland
Teradata Ireland Holdings L.P.	Ireland
Teradata Ireland Operations L.P.	Ireland
Teradata International Sales Limited	Ireland
Teradata Italia S.r.l.	Italy
Teradata Japan Ltd.	Japan
TeraWarehouse Korea Co., Ltd.	Korea
TData Corporation (Malaysia) Sdn. Bhd.	Malaysia
Teradata Holdings México, S. de R. L. de C.V.	Mexico
Teradata Solutions México, S. de R.L. de C.V.	Mexico
Teradata de México, S. de R.L. de C.V.	Mexico
Teradata Holdings B.V.	Netherlands
Teradata Holdings GCC B.V.	Netherlands
Teradata Netherlands B.V.	Netherlands
Teradata (NZ) Corporation	New Zealand
Teradata Norge AS	Norway
Teradata Pakistan (Private) Limited	Pakistan
Teradata Global Consulting Pakistan (Private) Limited	Pakistan
Teradata Philippines, LLC, Manila Branch	Philippines
Teradata Polska Sp. z o.o.	Poland
“Teradata” LLC	Russia
Teradata (Singapore) Pte. Ltd.	Singapore
Teradata Iberia SL	Spain
Teradata Sweden AB	Sweden
Teradata (Schweiz) GmbH	Switzerland
Teradata Taiwan LLC, Taiwan branch	Taiwan
Teradata (Thailand) Co., Ltd.	Thailand
Teradata Bilisim Sistemleri Limited Sirketi	Turkey
Teradata (UK) Limited	United Kingdom
Teradata Ukraine LLC	Ukraine

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-146409, No. 333-146410, and No. 333-146475) of Teradata Corporation of our report dated February 26, 2010 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

PricewaterhouseCoopers LLP
Cincinnati, Ohio
February 26, 2010

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECURITIES
EXCHANGE ACT RULE 13a-14**

I, Michael F. Koehler, certify that:

1. I have reviewed this annual report on Form 10-K of Teradata Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 26, 2010

/s/ Michael F. Koehler

Michael F. Koehler

President and Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECURITIES
EXCHANGE ACT RULE 13a-14**

I, Stephen M. Scheppmann, certify that:

1. I have reviewed this annual report on Form 10-K of Teradata Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 26, 2010

/s/ Stephen M. Scheppmann

Stephen M. Scheppmann
Executive Vice President and Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Teradata Corporation, a Delaware corporation (the "Company"), on Form 10-K for the year ended December 31, 2009 as filed with the U.S. Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company does hereby certify, pursuant to 18 U.S.C. § 1350 (section 906 of the Sarbanes-Oxley Act of 2002), that:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

The foregoing certification (i) is given to such officers' knowledge, based upon such officers' investigation as such officers reasonably deem appropriate; and (ii) is being furnished solely pursuant to 18 U.S.C. § 1350 (section 906 of the Sarbanes-Oxley Act of 2002) and is not being filed as part of the Report or as a separate disclosure document.

Dated: February 26, 2010

/s/ Michael F. Koehler

Michael F. Koehler

President and Chief Executive Officer

Dated: February 26, 2010

/s/ Stephen M. Scheppmann

Stephen M. Scheppmann

Executive Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signatures that appear in typed form within the electronic version of this written statement required by Section 906, has been provided to Teradata Corporation and will be retained by Teradata Corporation and furnished to the United States Securities and Exchange Commission or its staff upon request.